

ULTIMATE

SPIDER-MAN®

ISSUE


40

AVERAGE BEAR



**BENDIS
BAGLEY
THIBERT**

MARVEL®

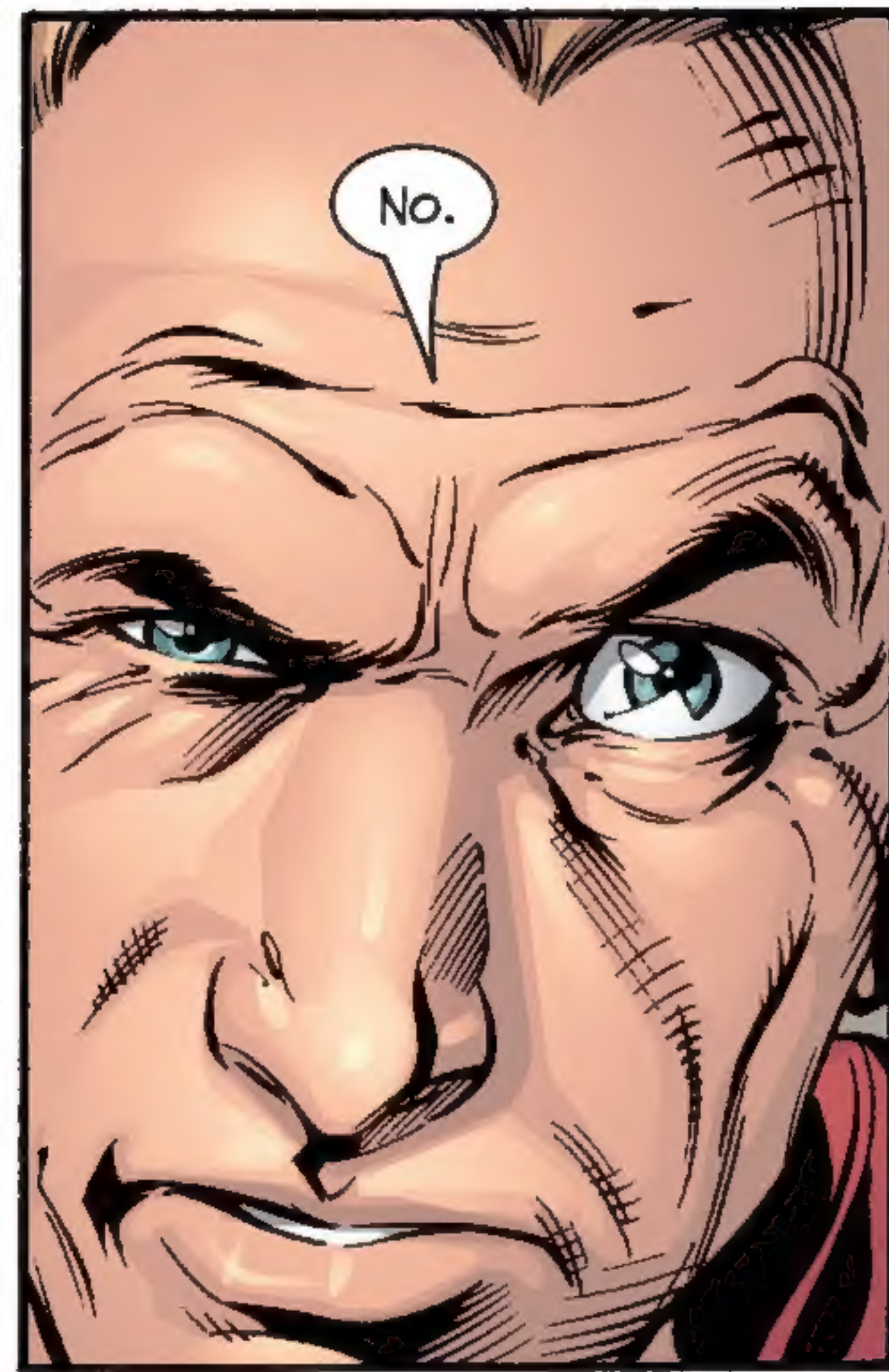
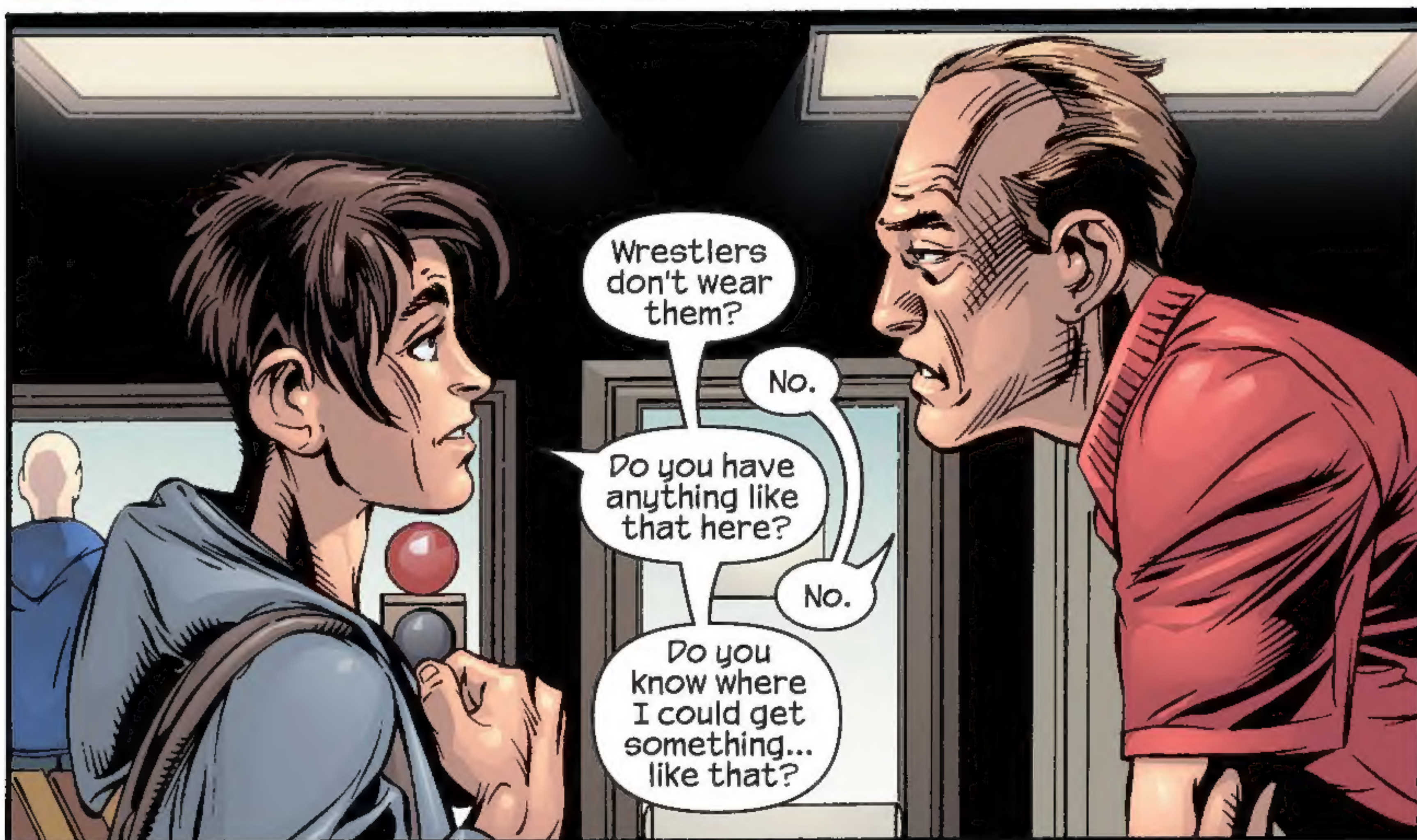
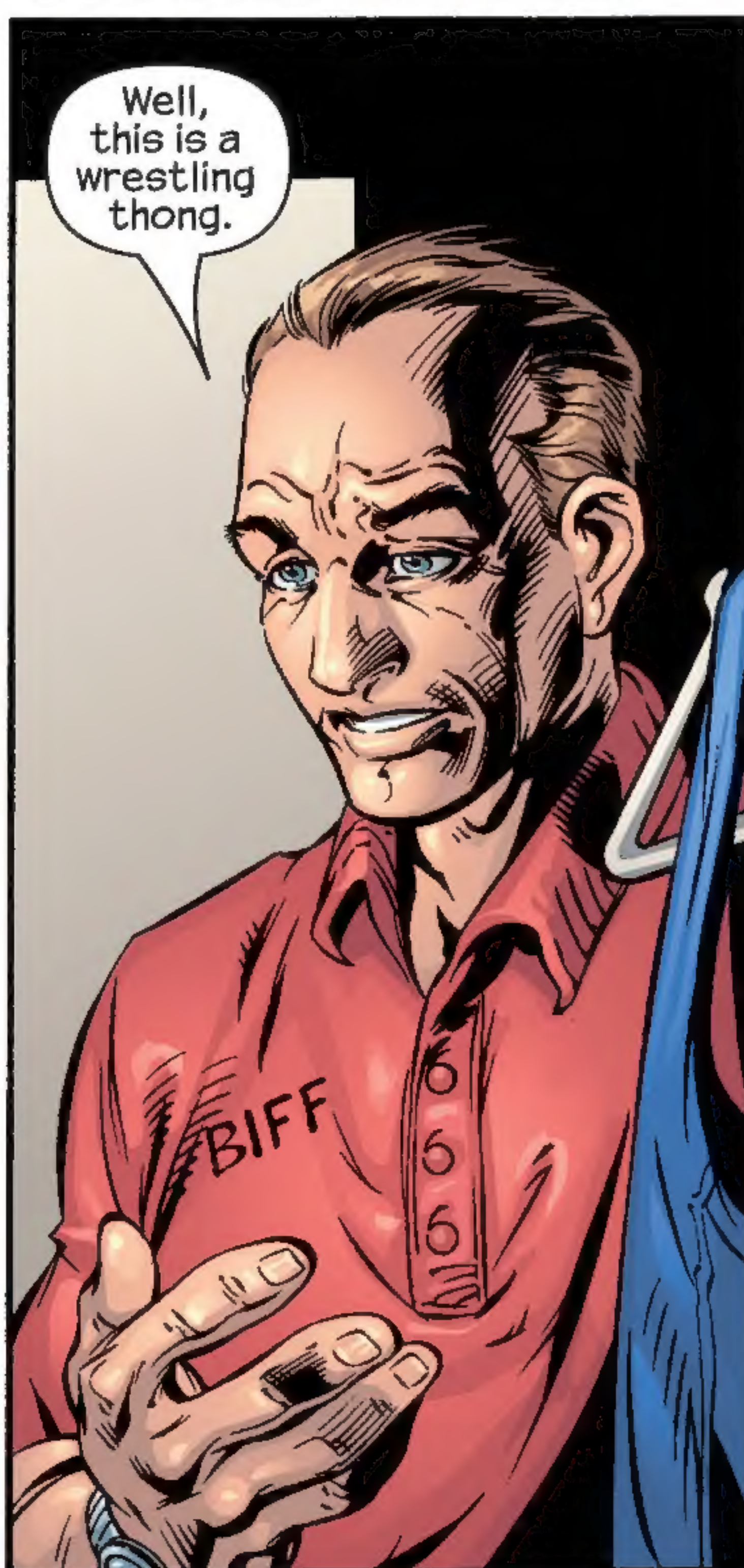
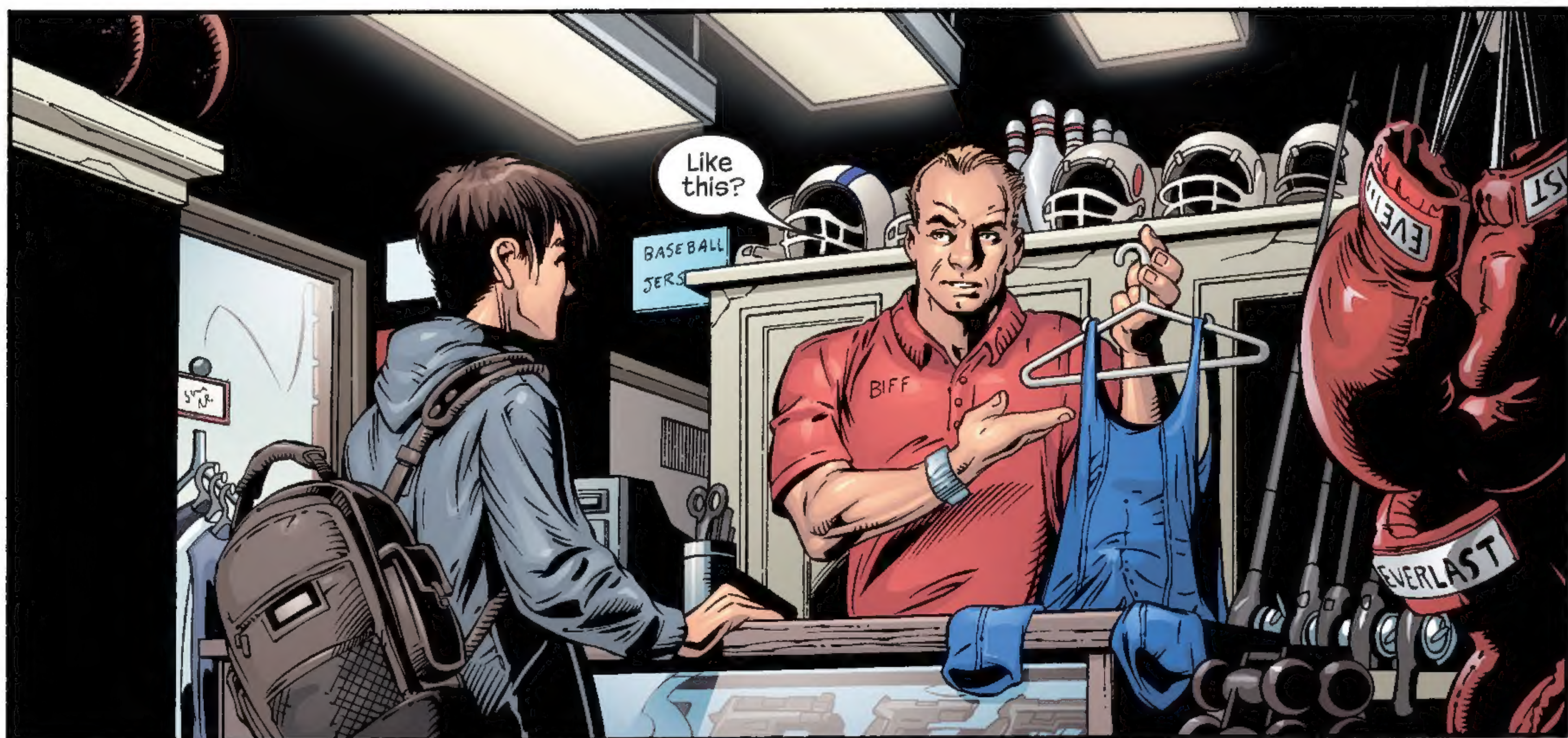


70 YEARS OF MARVEL COMICS

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70 YEARS
MARVEL
COMICS





I have no costume.

I'm a super hero without a costume.

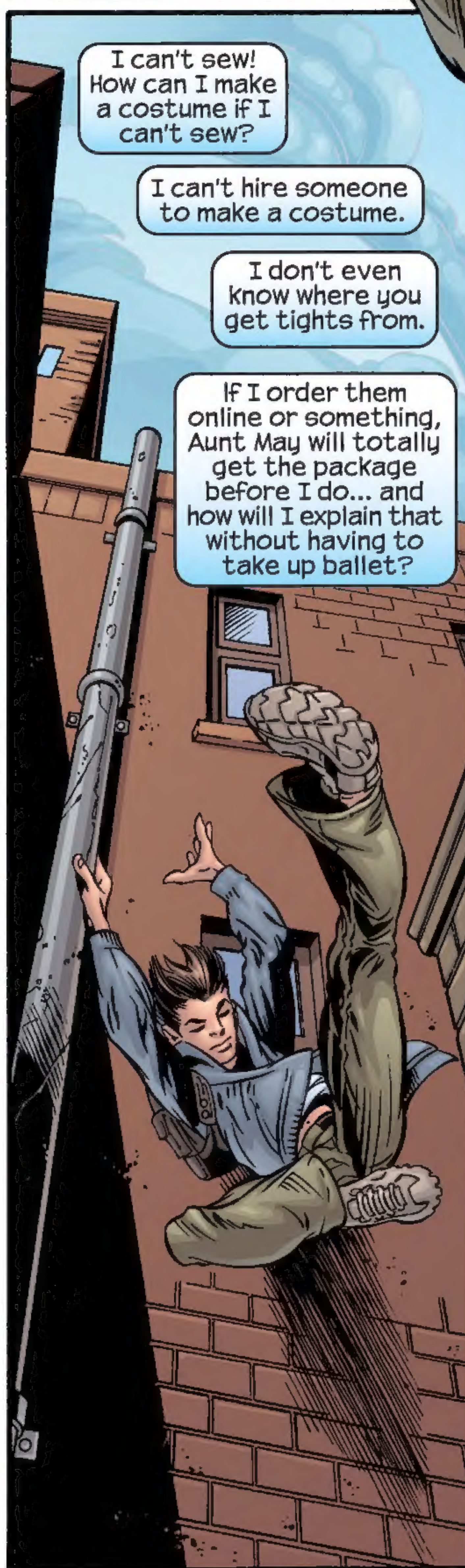
I don't even have a cool leather outfit that would pass for "costume-ish" in this more cynical world I live in.

And even if I did, short people shouldn't wear leather.

That must be a rule of life. And if it isn't, clearly it should be.



Another rule of life should be that teenage super heroes on a very fixed income should make a point of holding onto their costumes during elaborate fight sequences.



I can't sew! How can I make a costume if I can't sew?

I can't hire someone to make a costume.

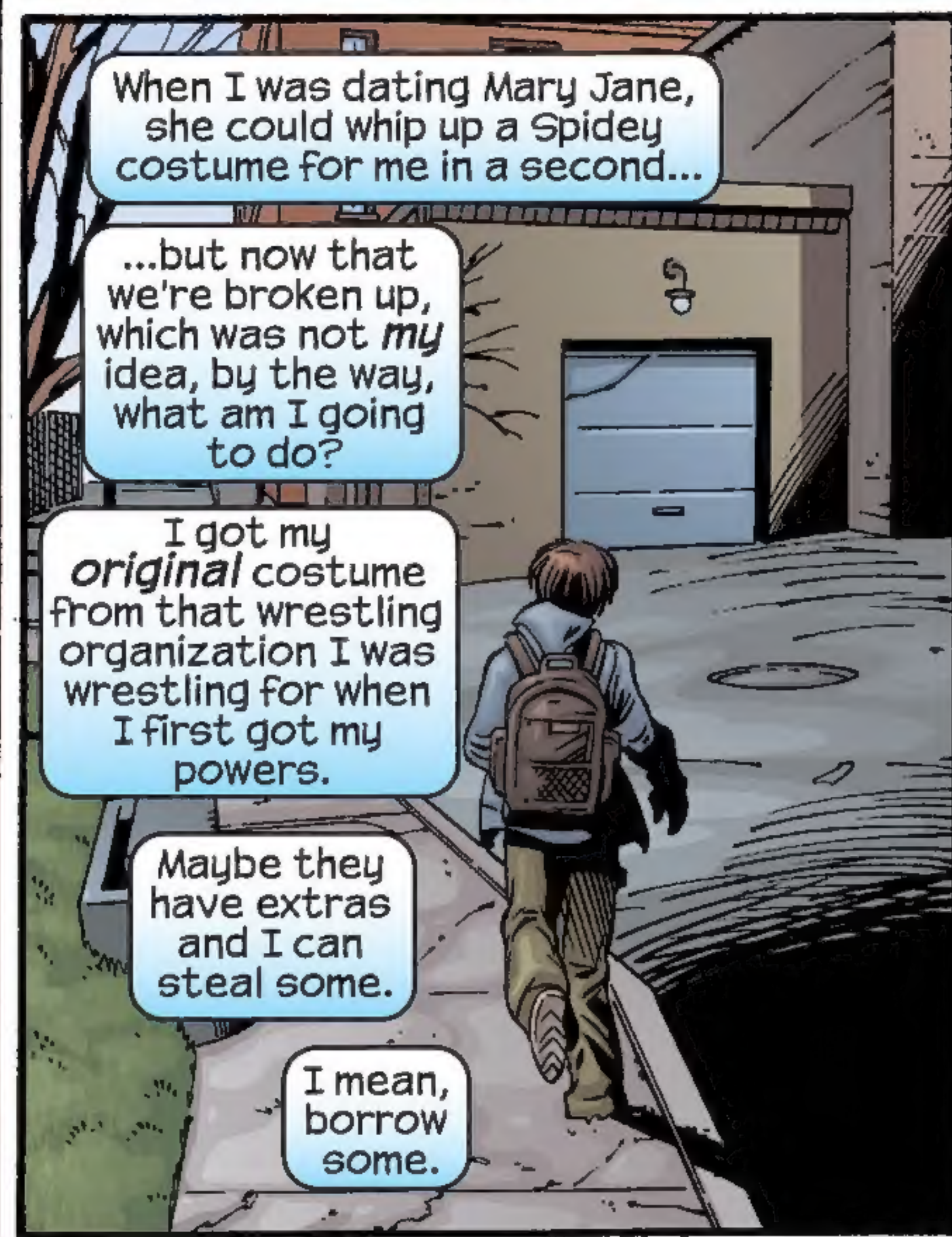
I don't even know where you get tights from.

If I order them online or something, Aunt May will totally get the package before I do... and how will I explain that without having to take up ballet?



And who even knows if they'll fit if I buy them online?

It's one thing if everyone thinks I'm a jewel-heisting, mutant murderer... but I *draw the line* at ill-fit and schlubby.



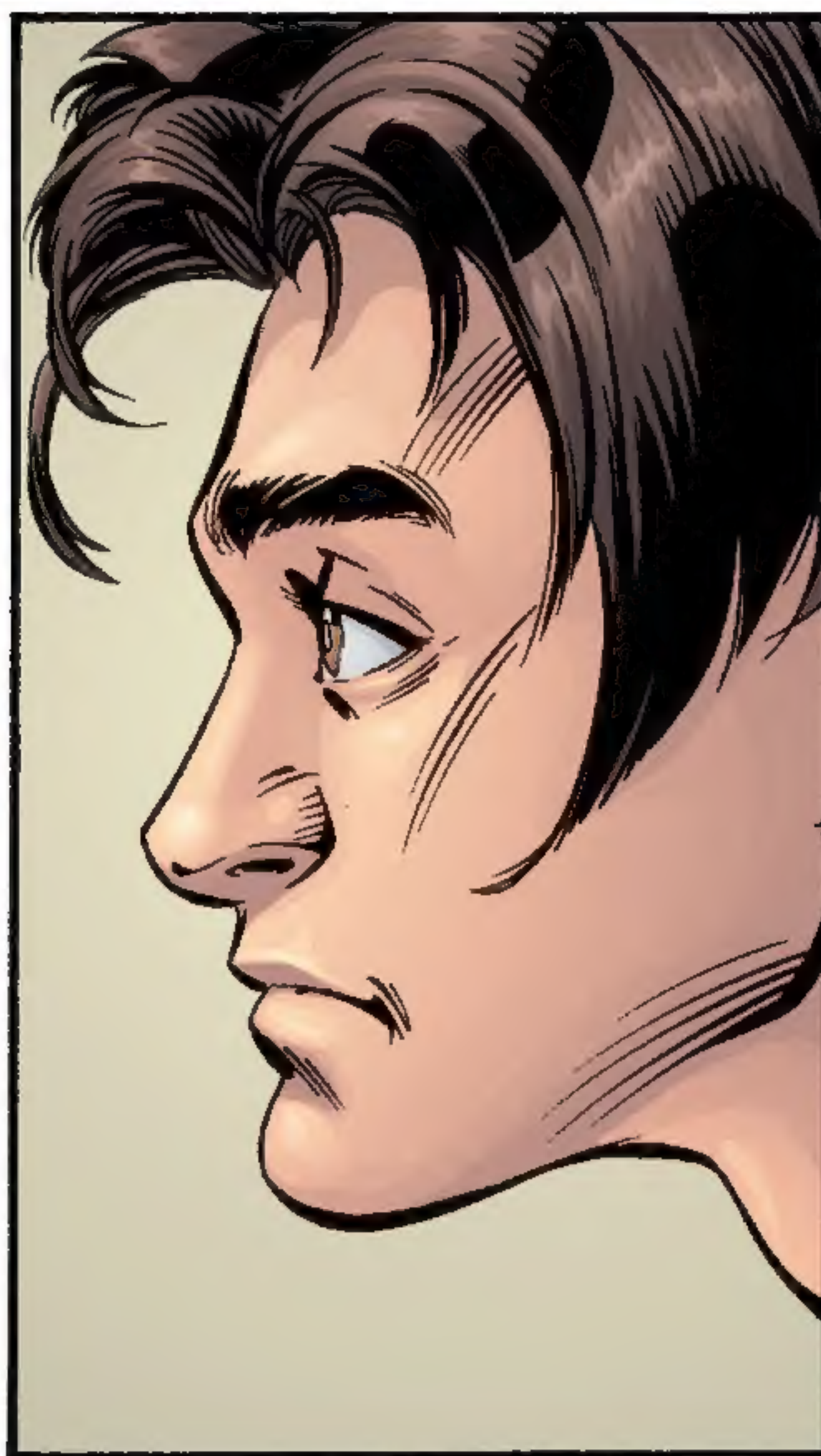
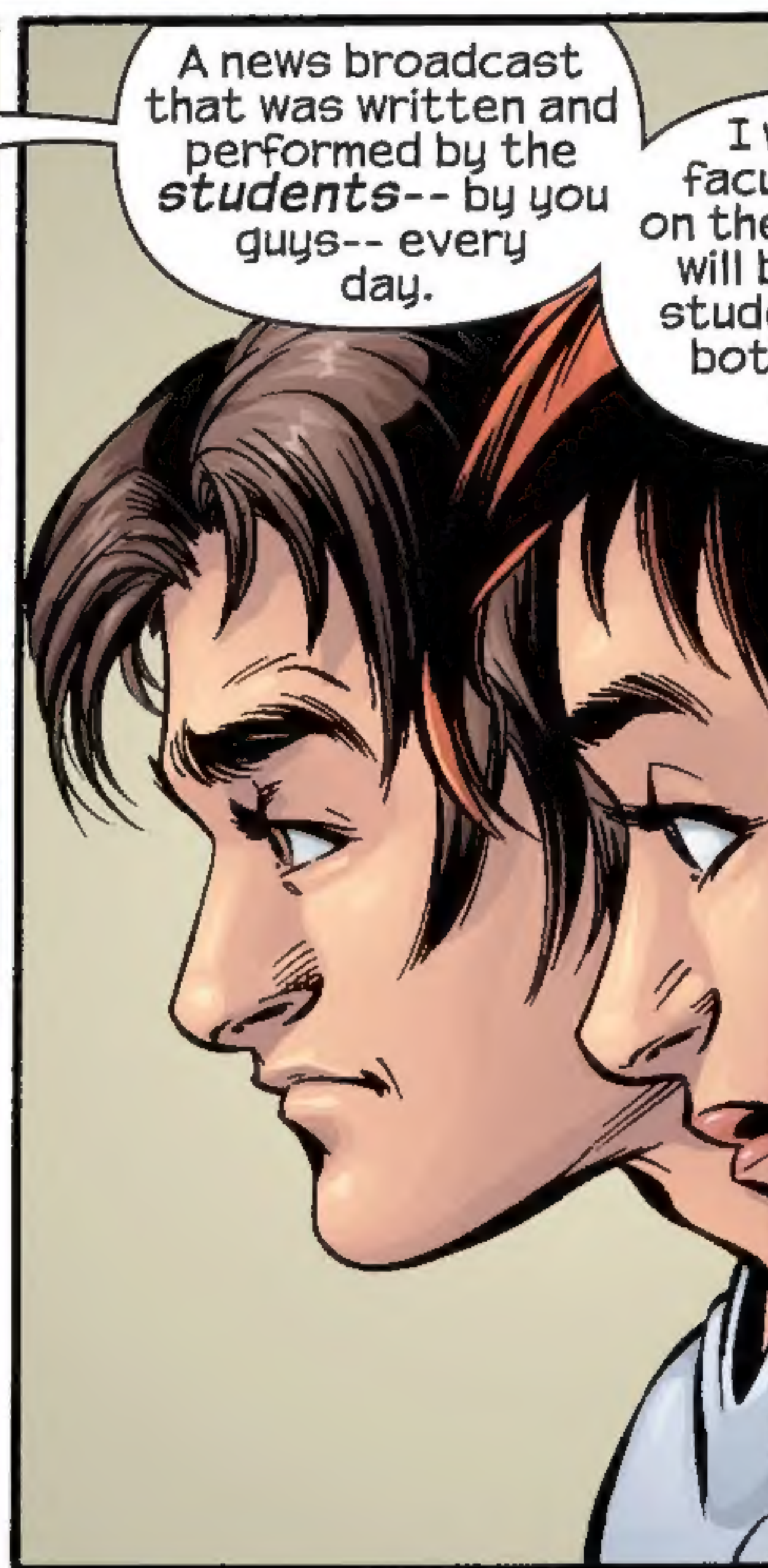
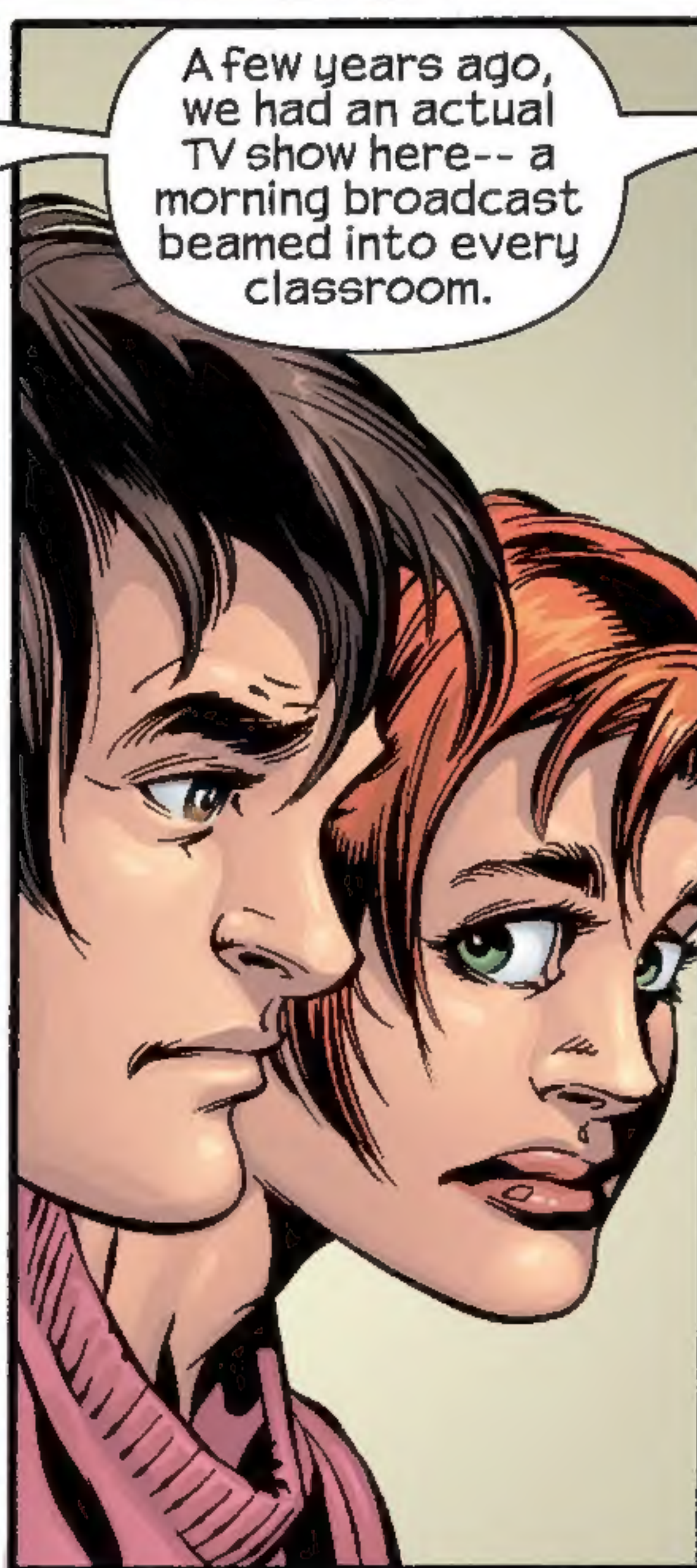
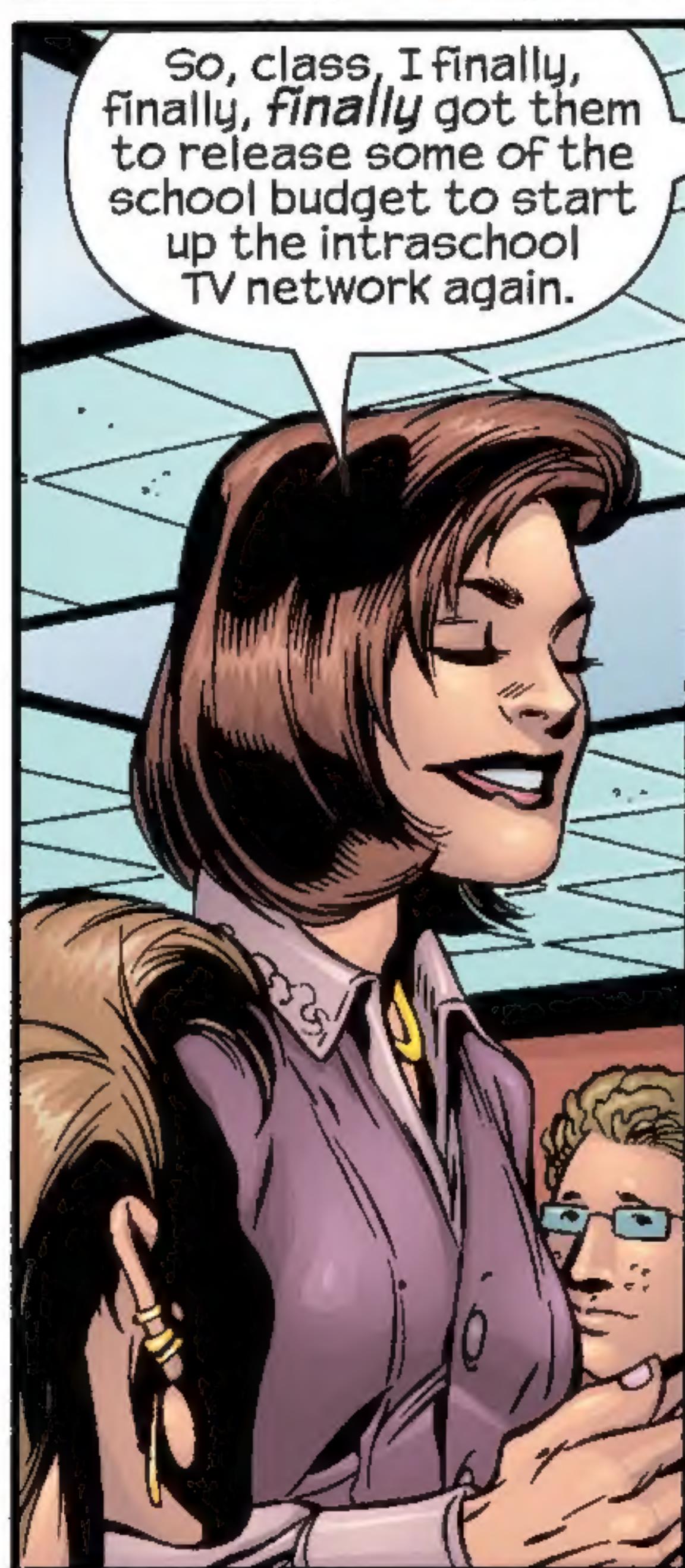
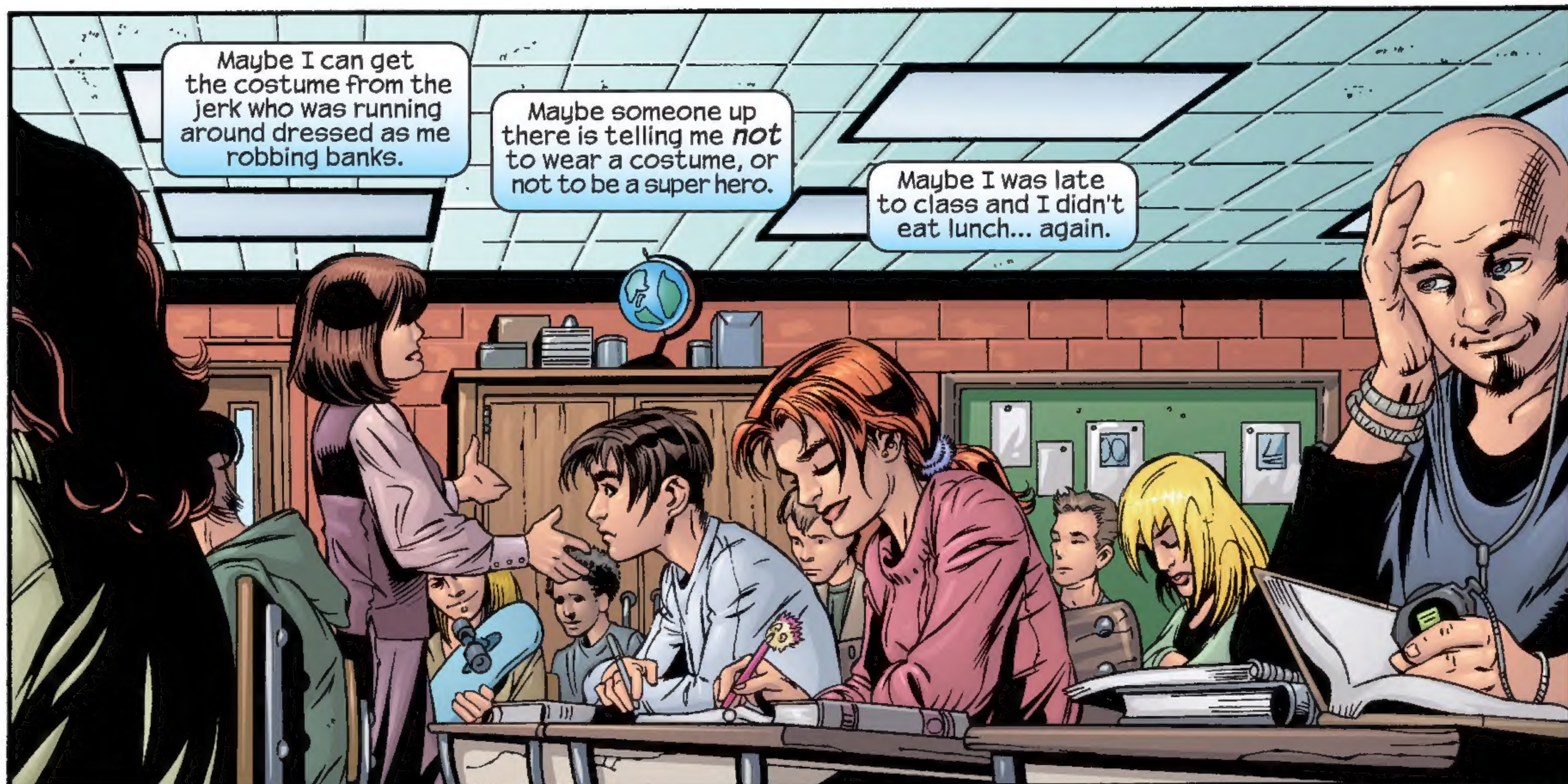
When I was dating Mary Jane, she could whip up a Spidey costume for me in a second...

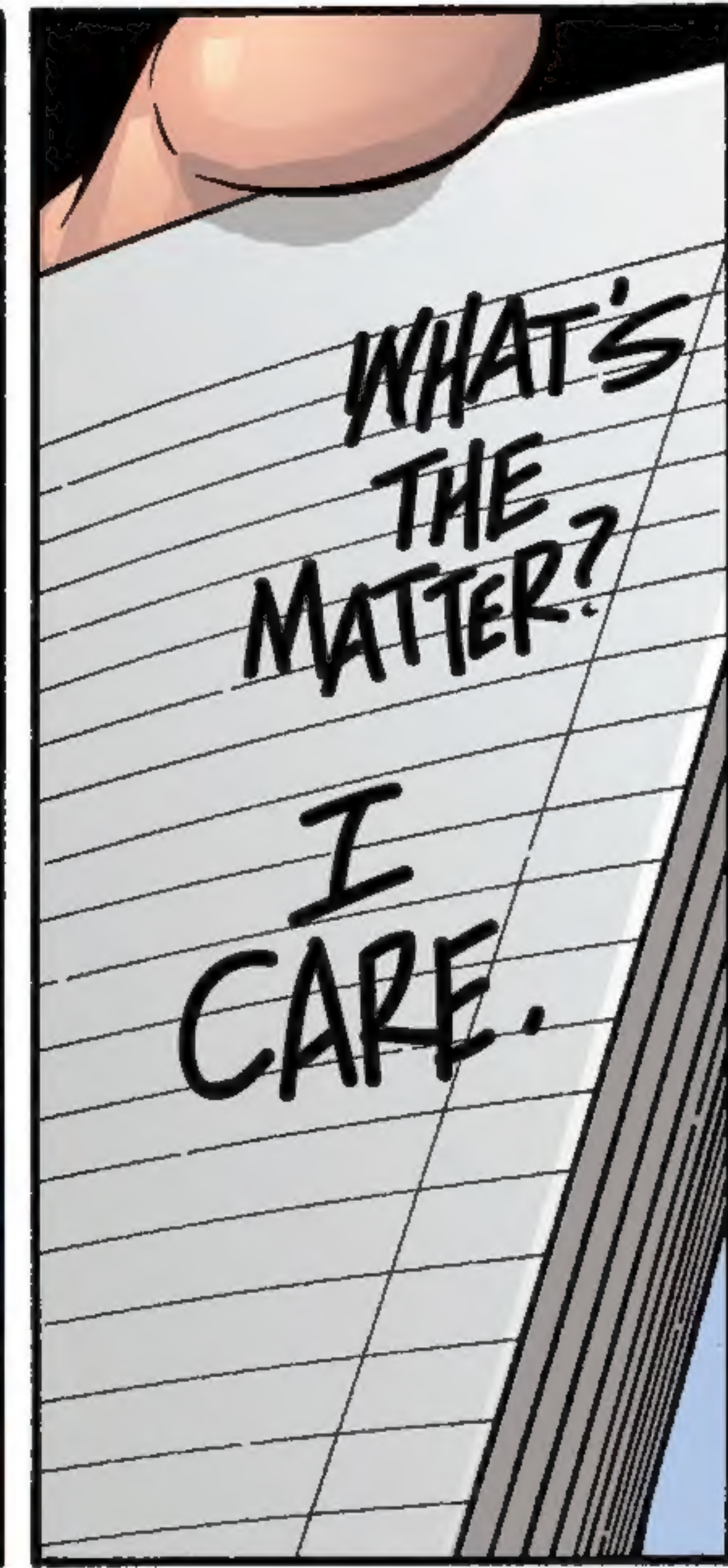
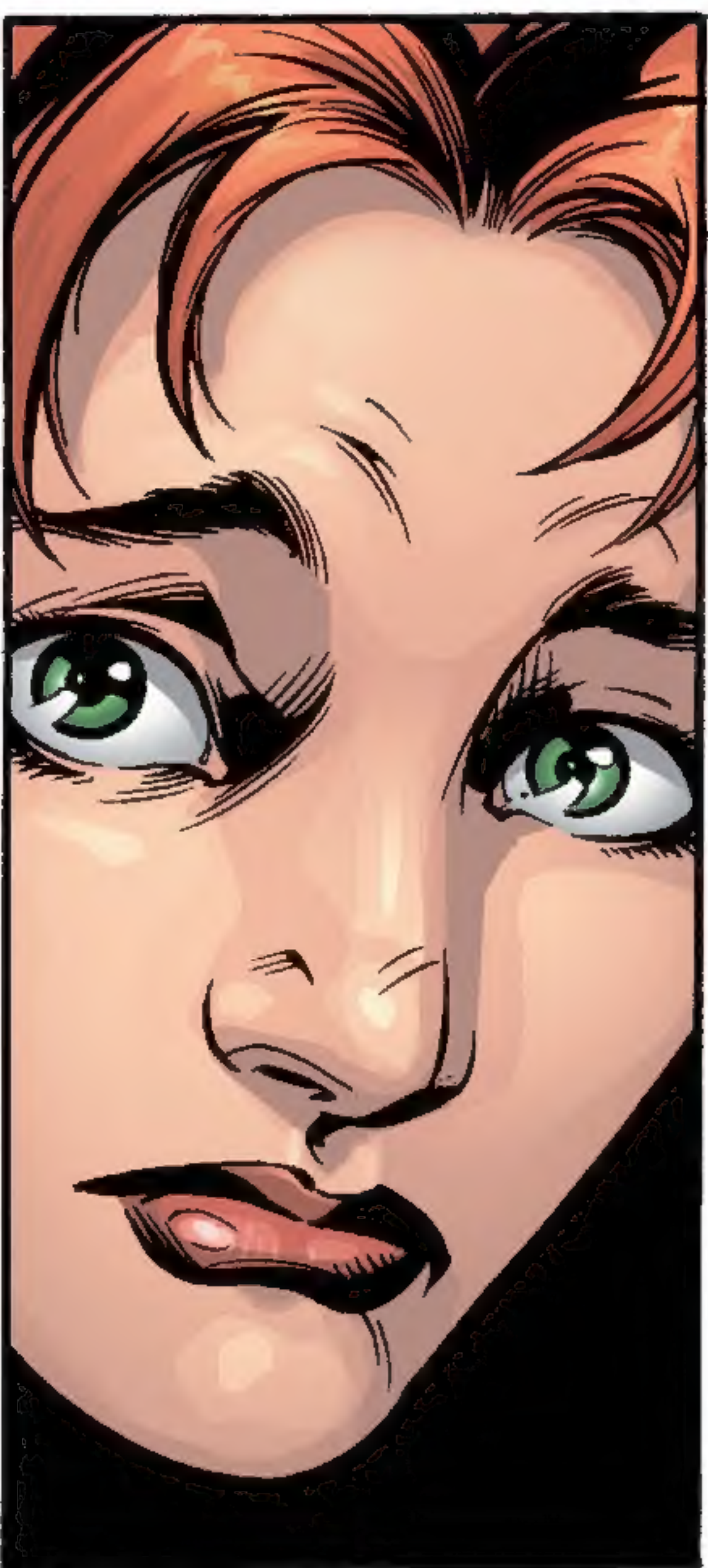
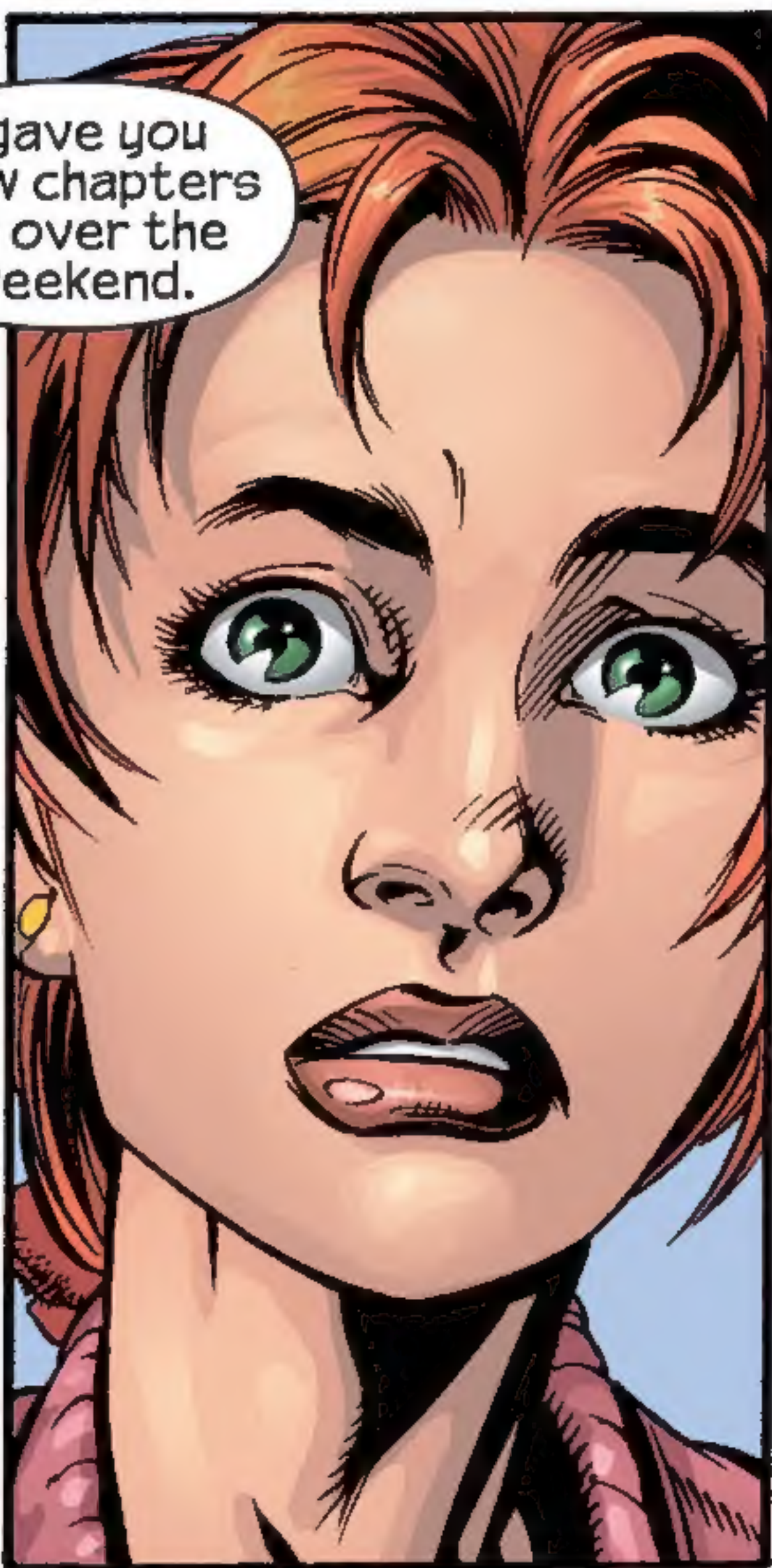
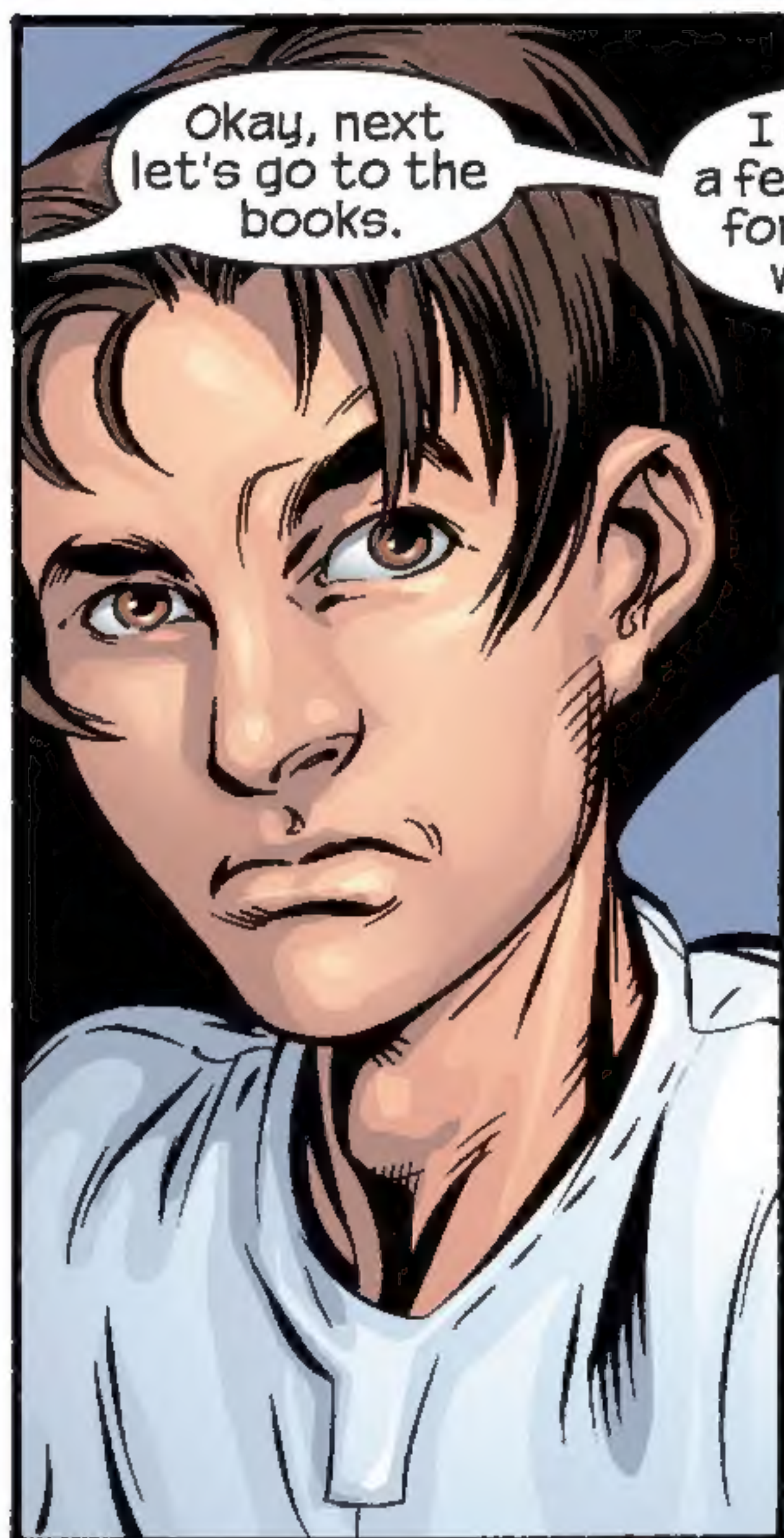
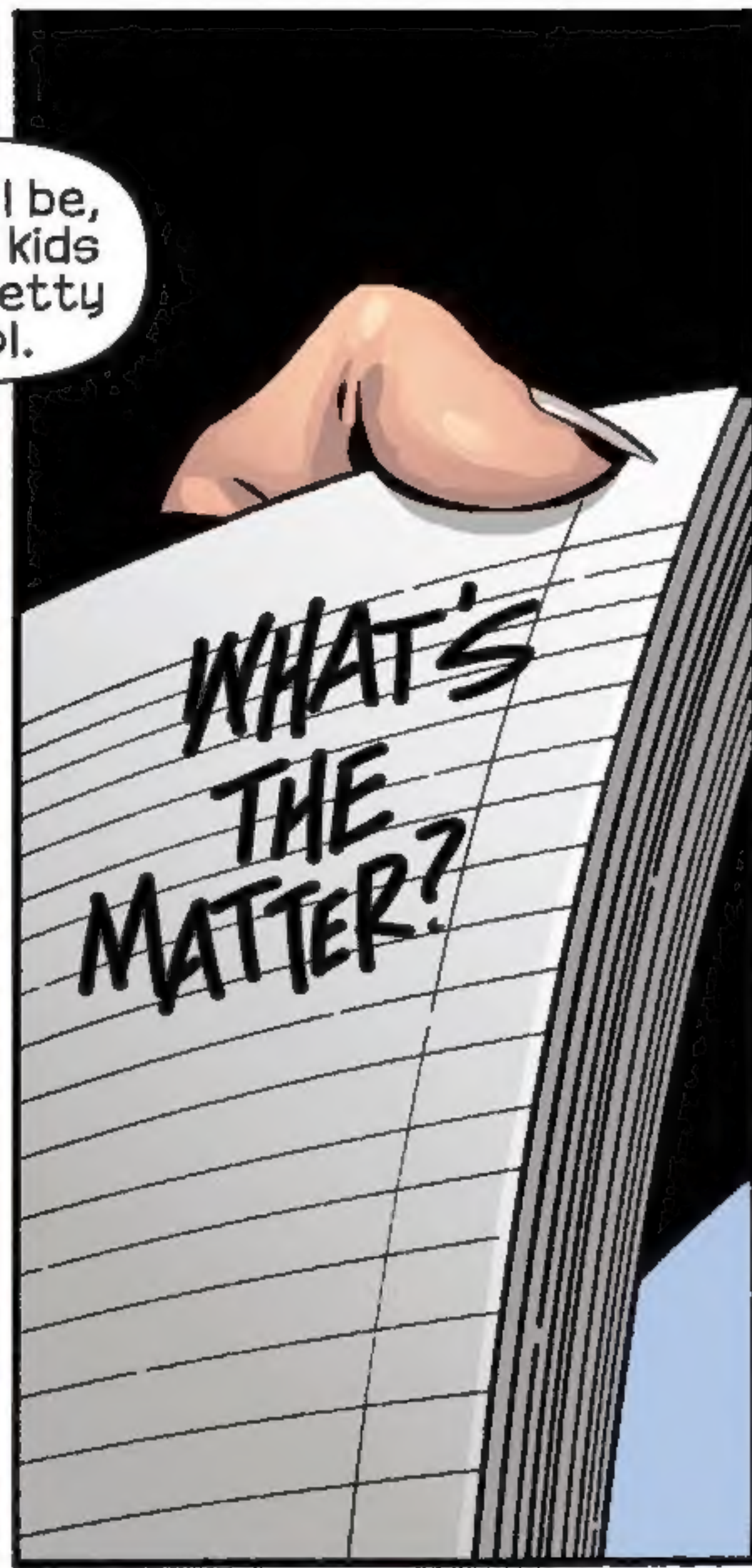
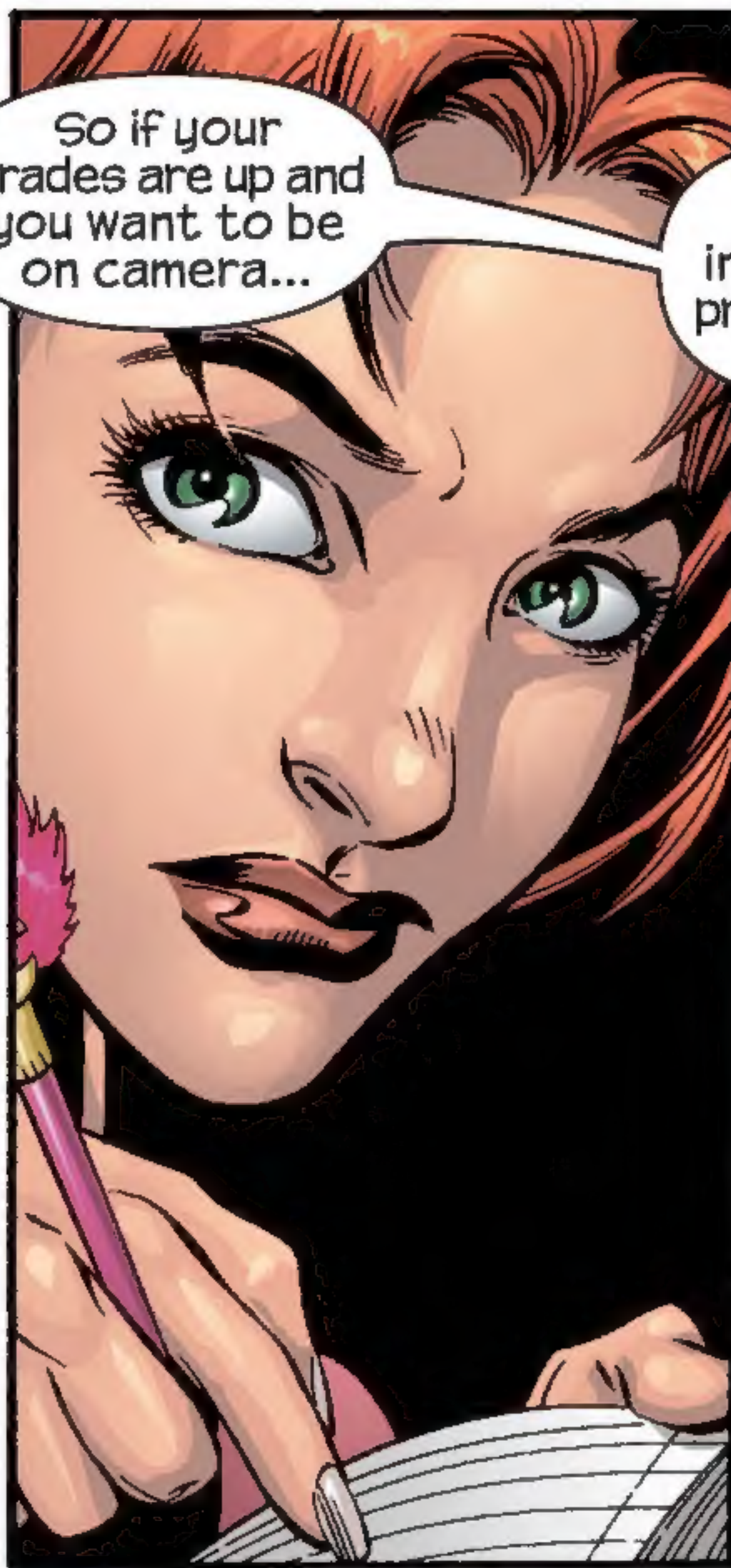
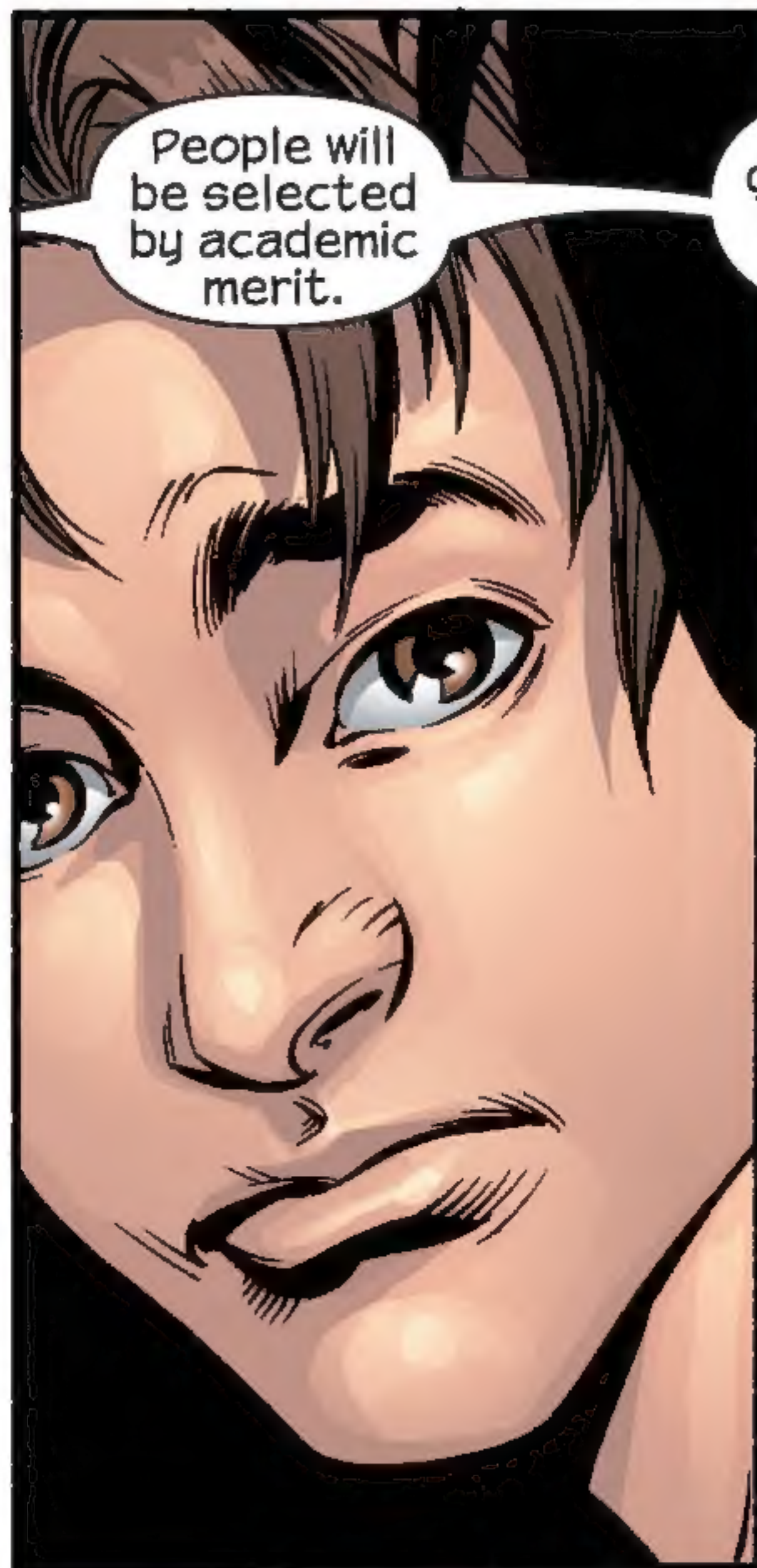
...but now that we're broken up, which was not *my* idea, by the way, what am I going to do?

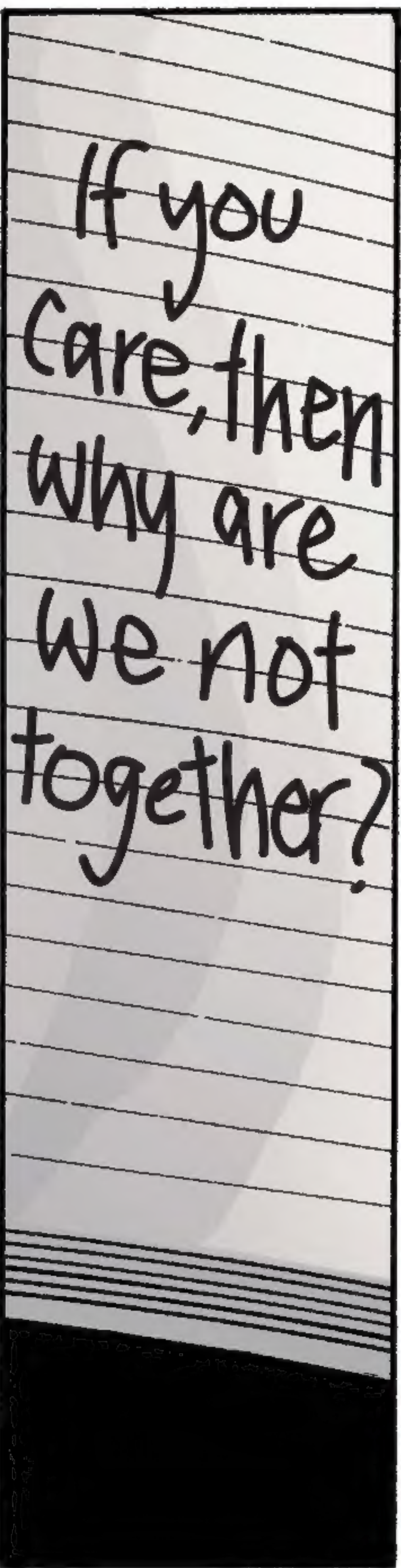
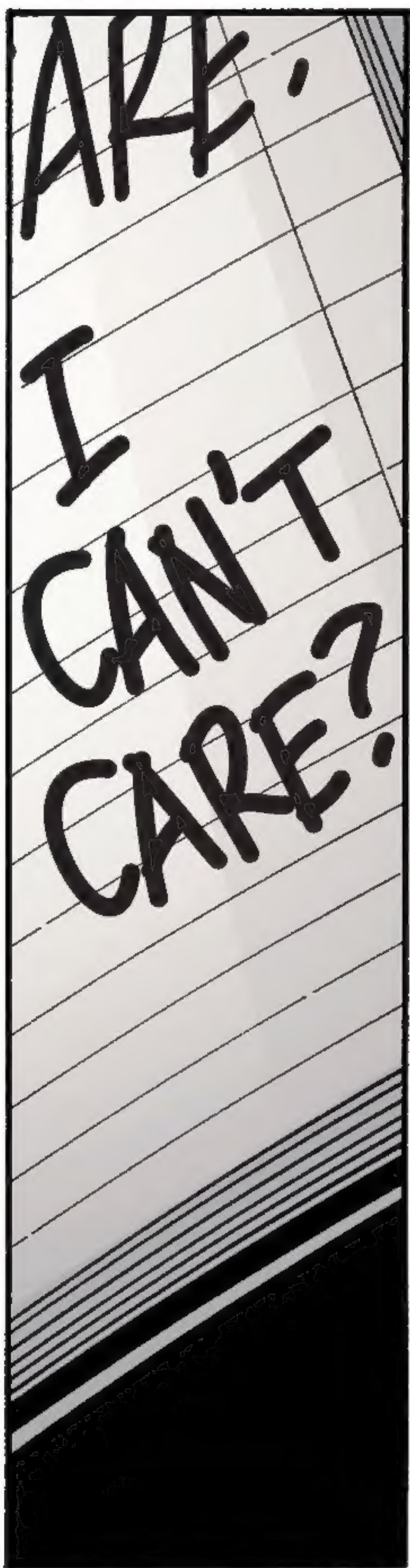
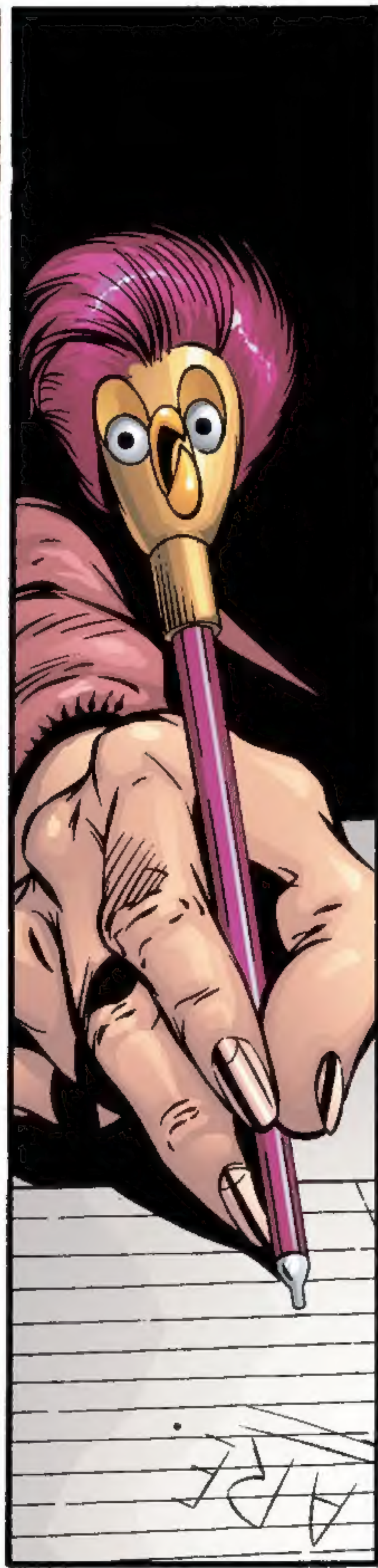
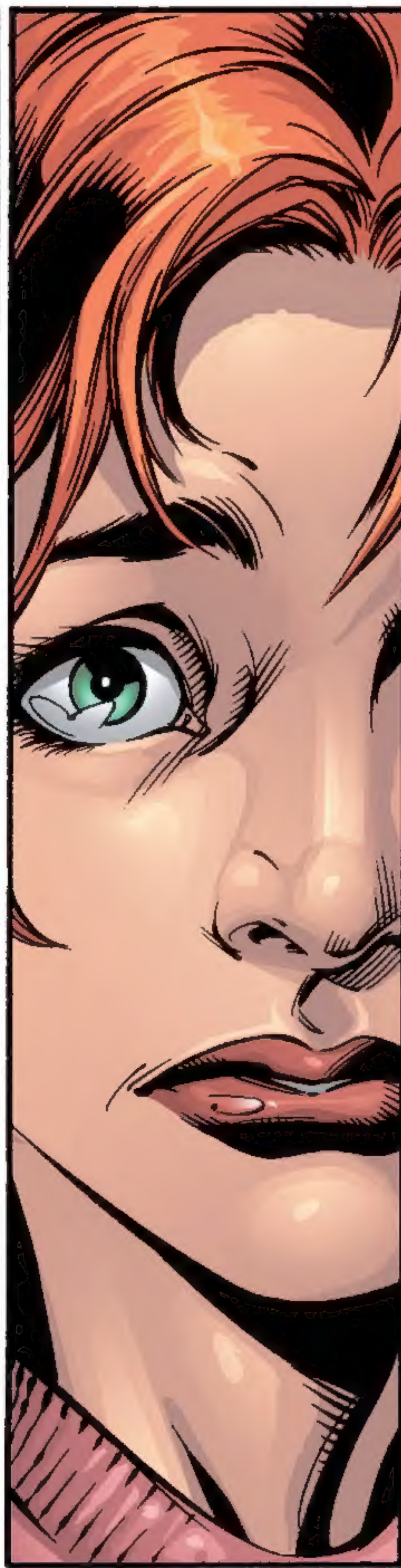
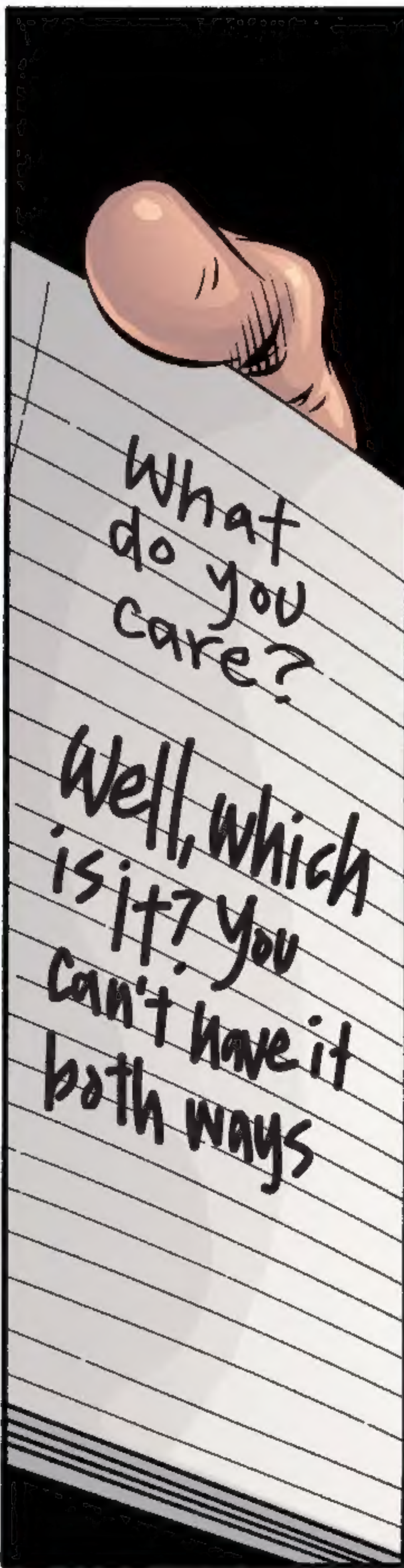
I got my *original* costume from that wrestling organization I was wrestling for when I first got my powers.

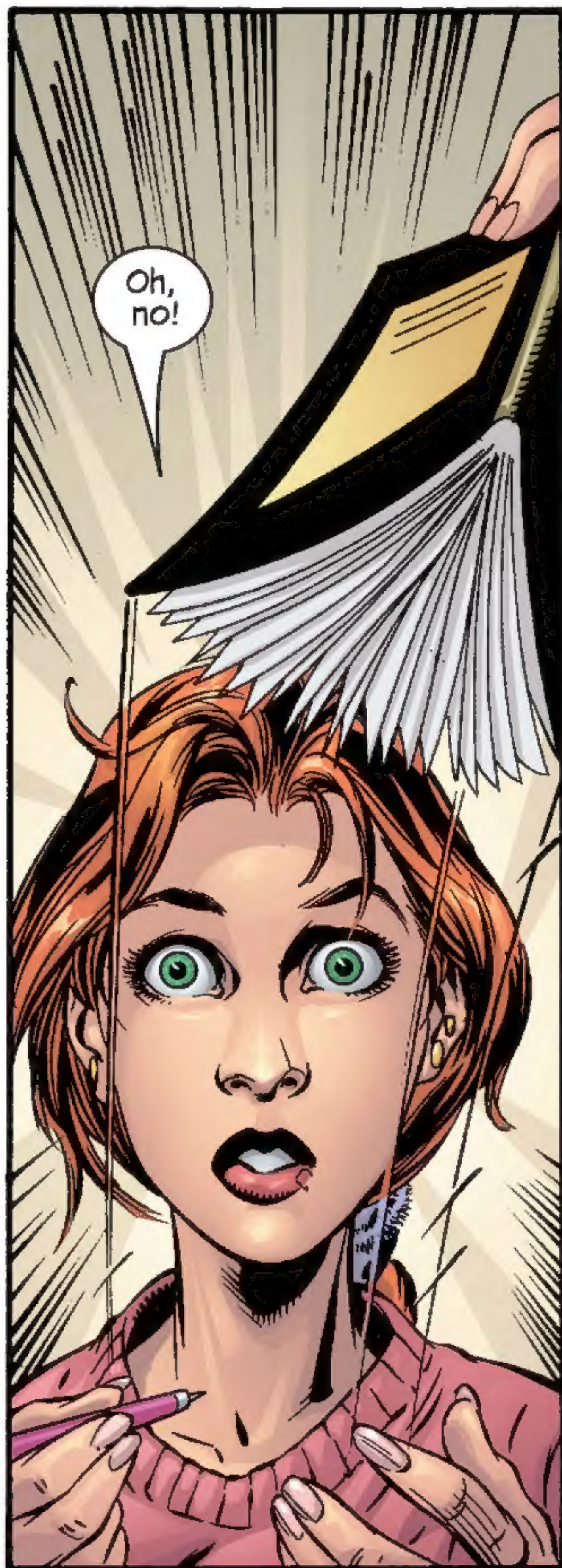
Maybe they have extras and I can steal some.

I mean, borrow some.









Oh, no!



Okay, let's see, what's *so* important that neither of you is listening to a word I say?

No, I was just--



Mary asks Peter: What's the matter?

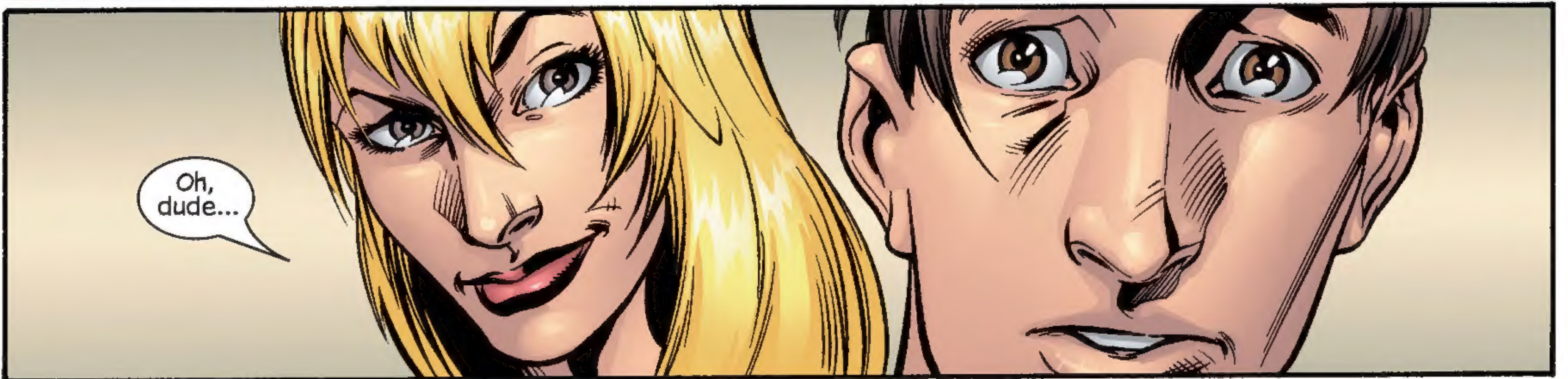
Peter says: What do you care?

But according to *this*... Mary *does* care.



So Peter wisely asks her why they are not together.

How were you going to answer, Mary?



Oh, dude...



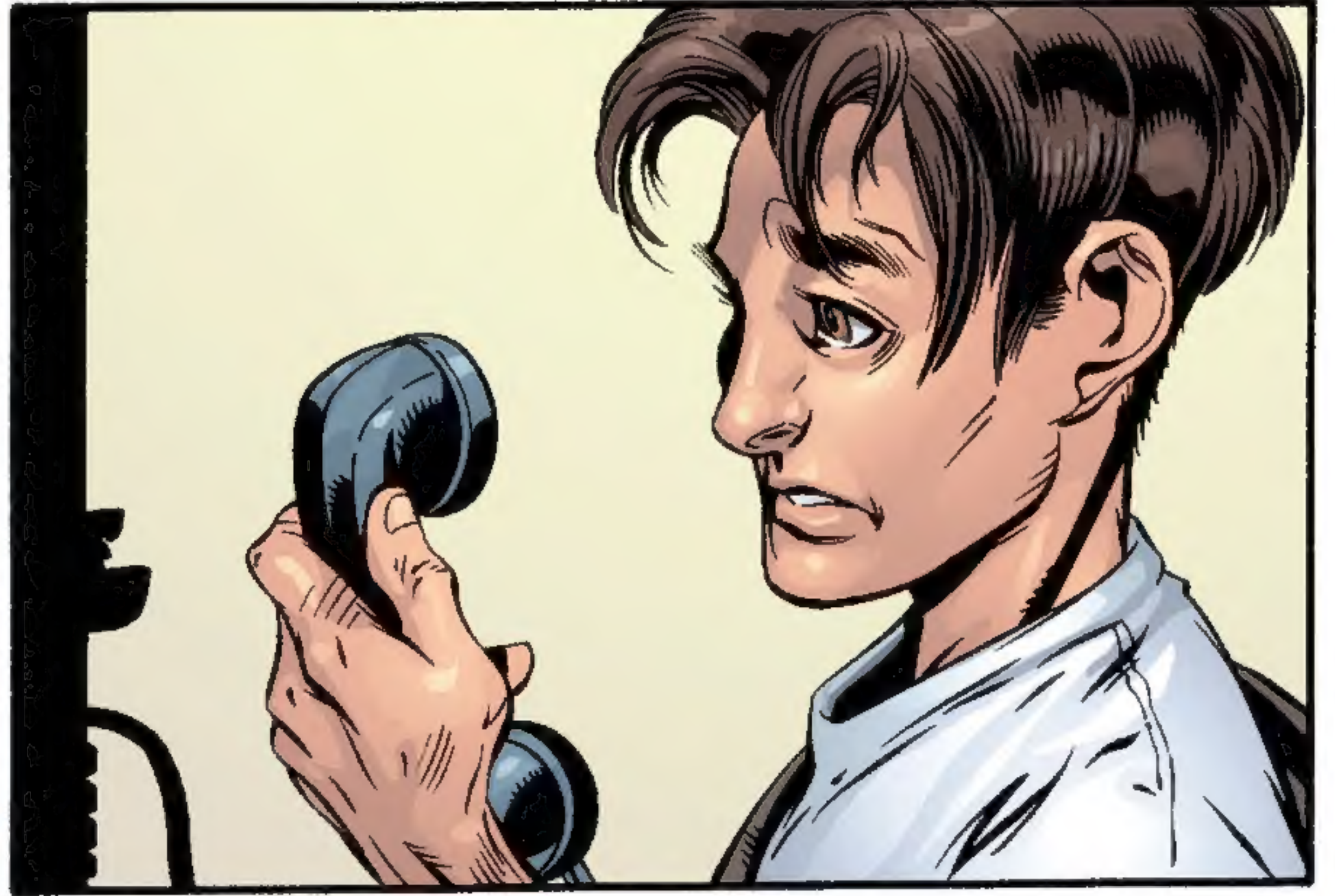
Nah, that was a one-time deal.

We don't represent that guy.

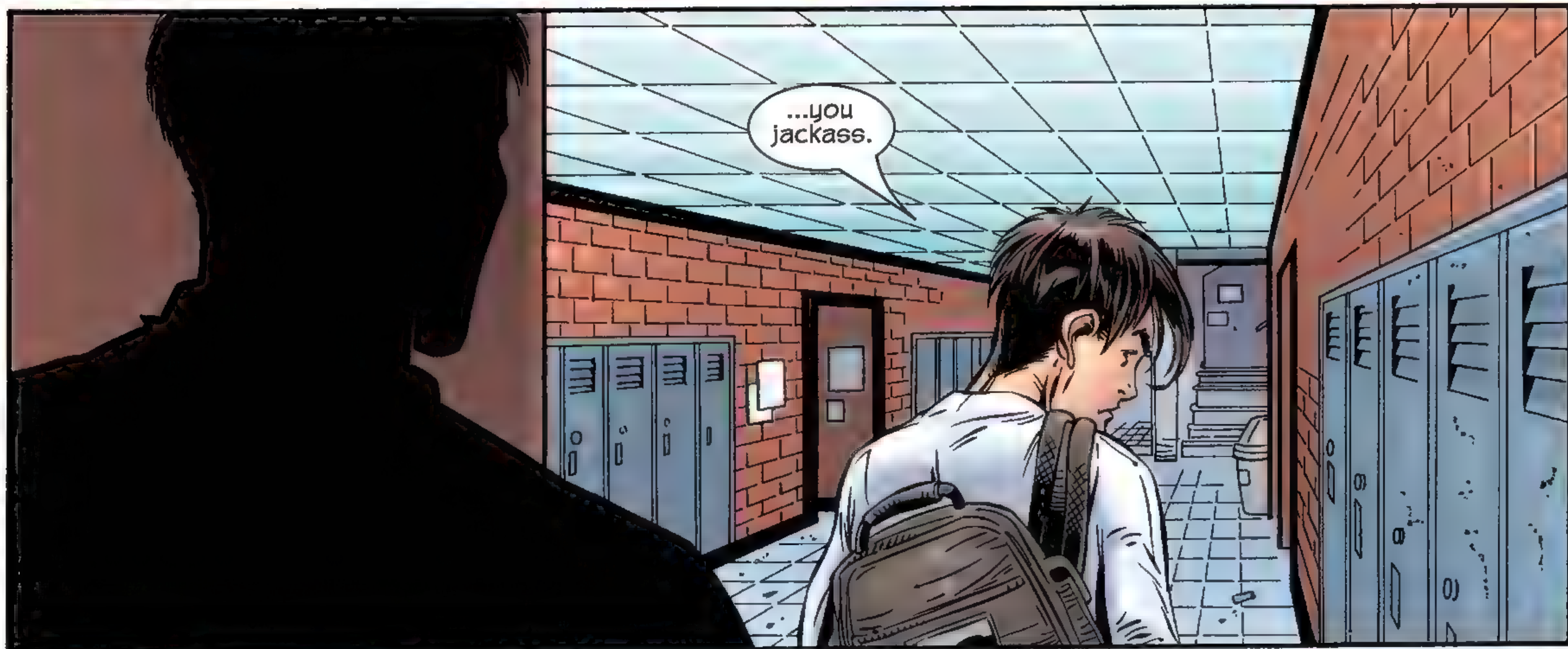
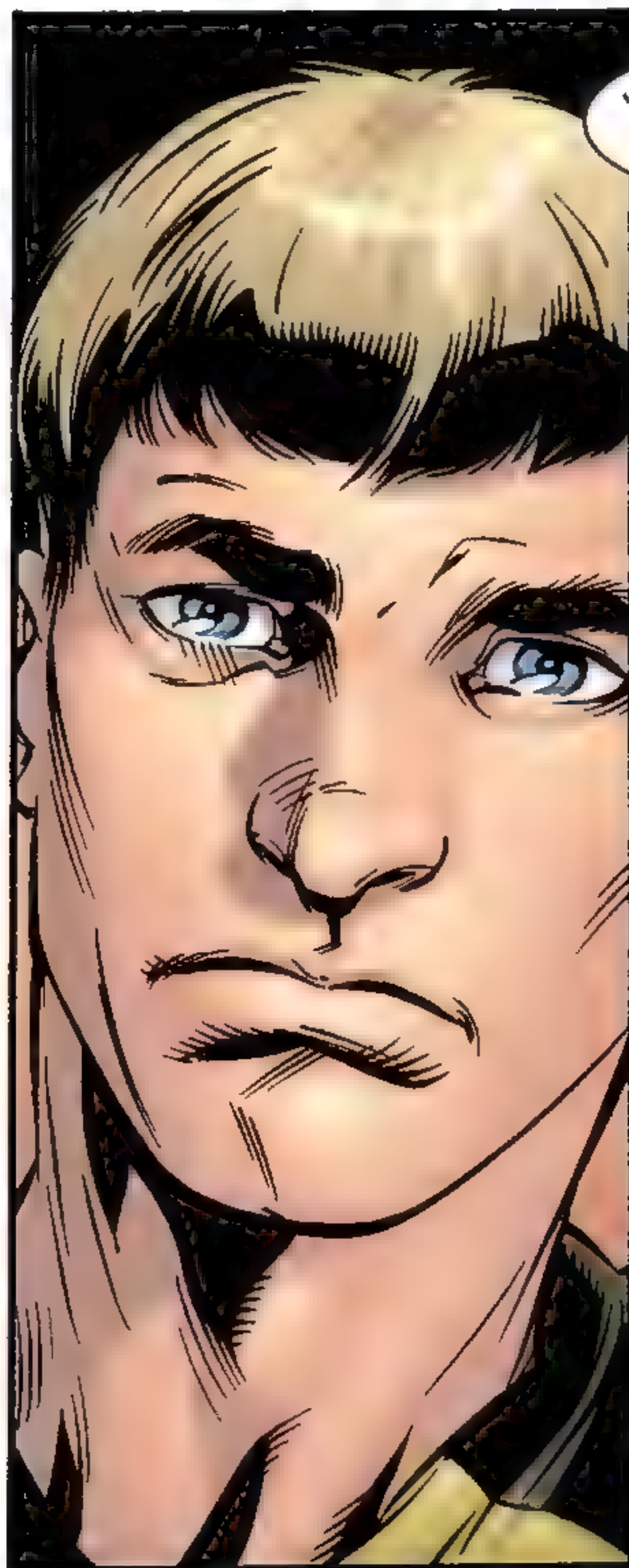
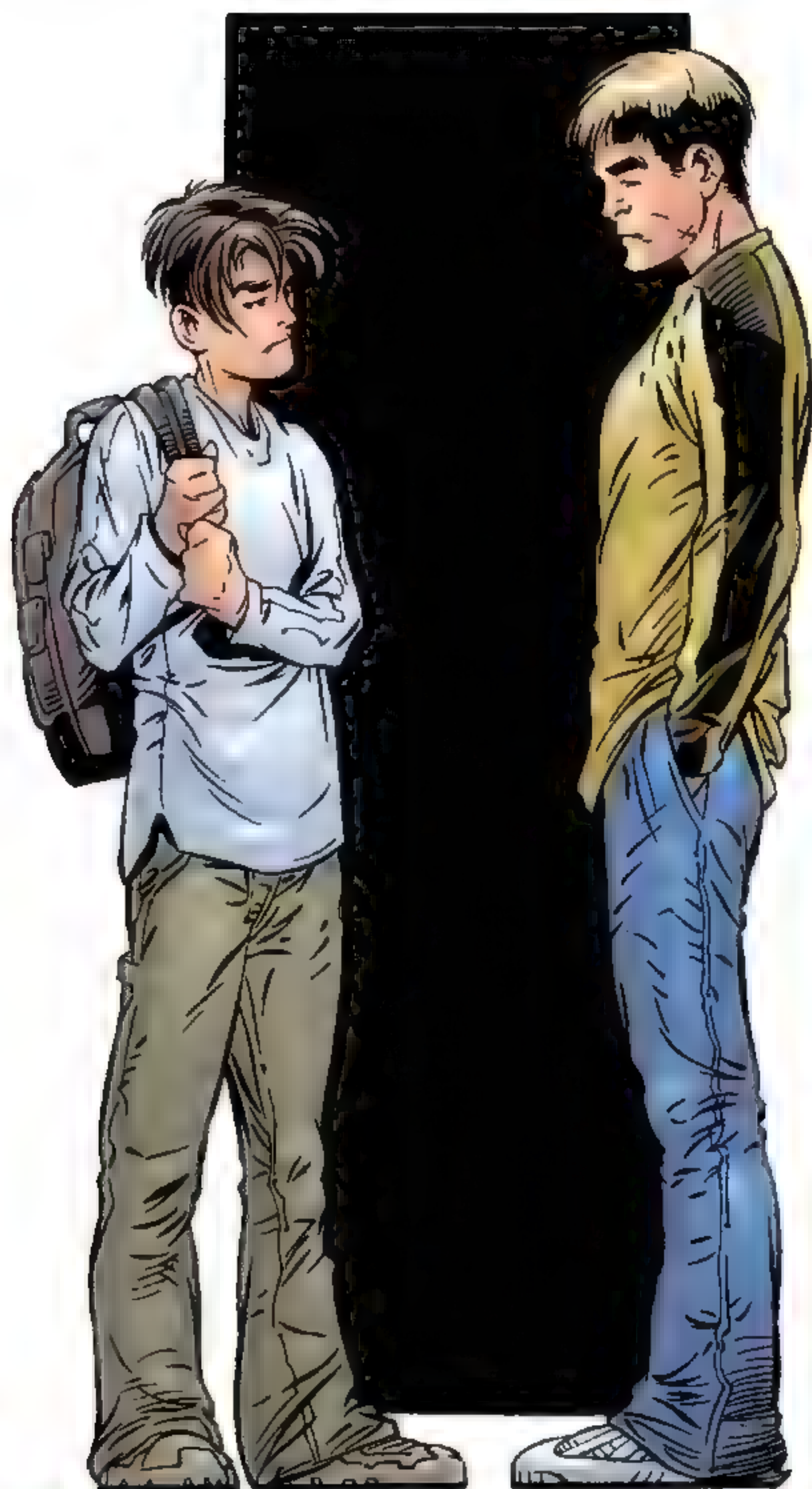


Uh, okay.

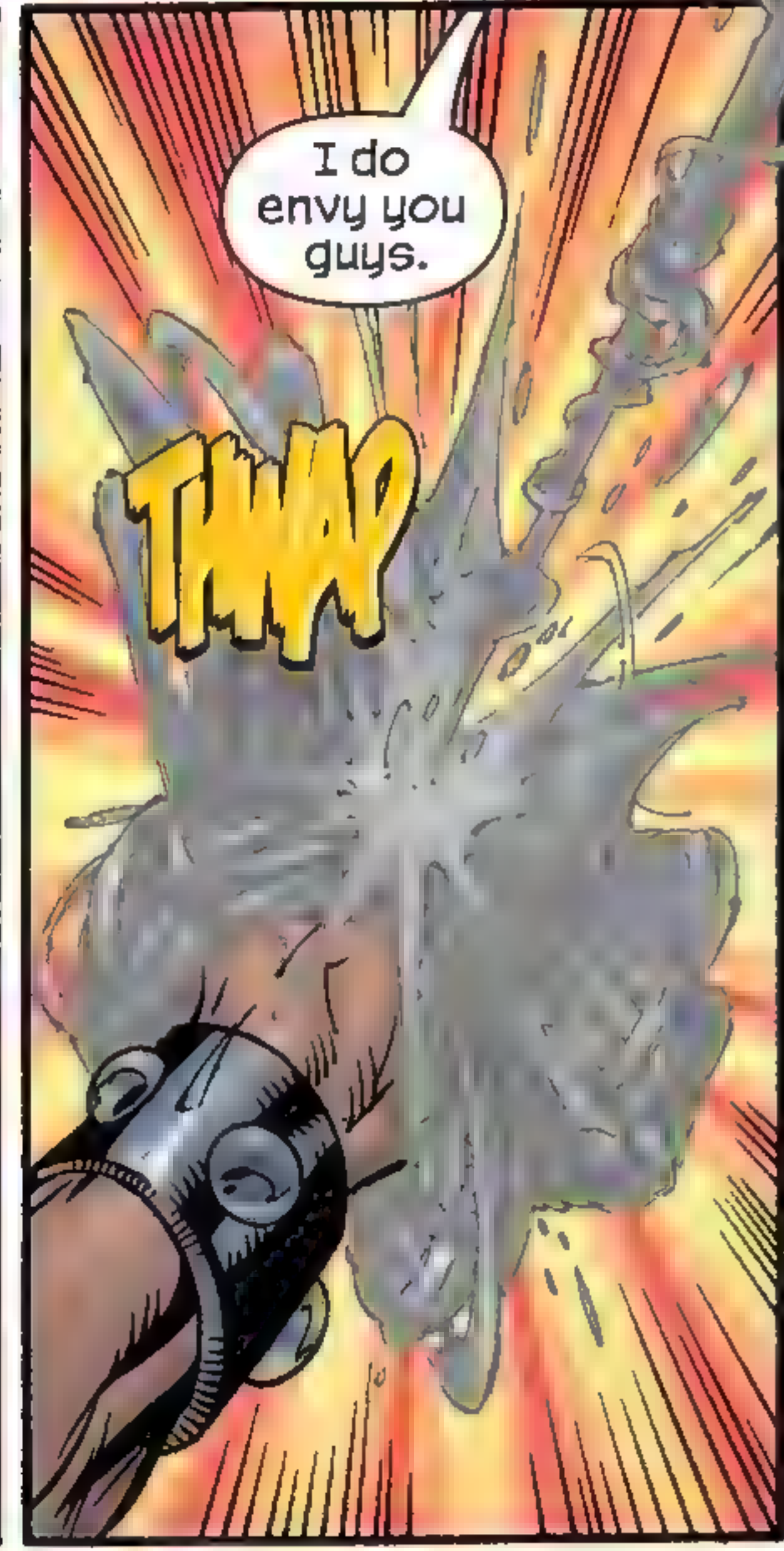
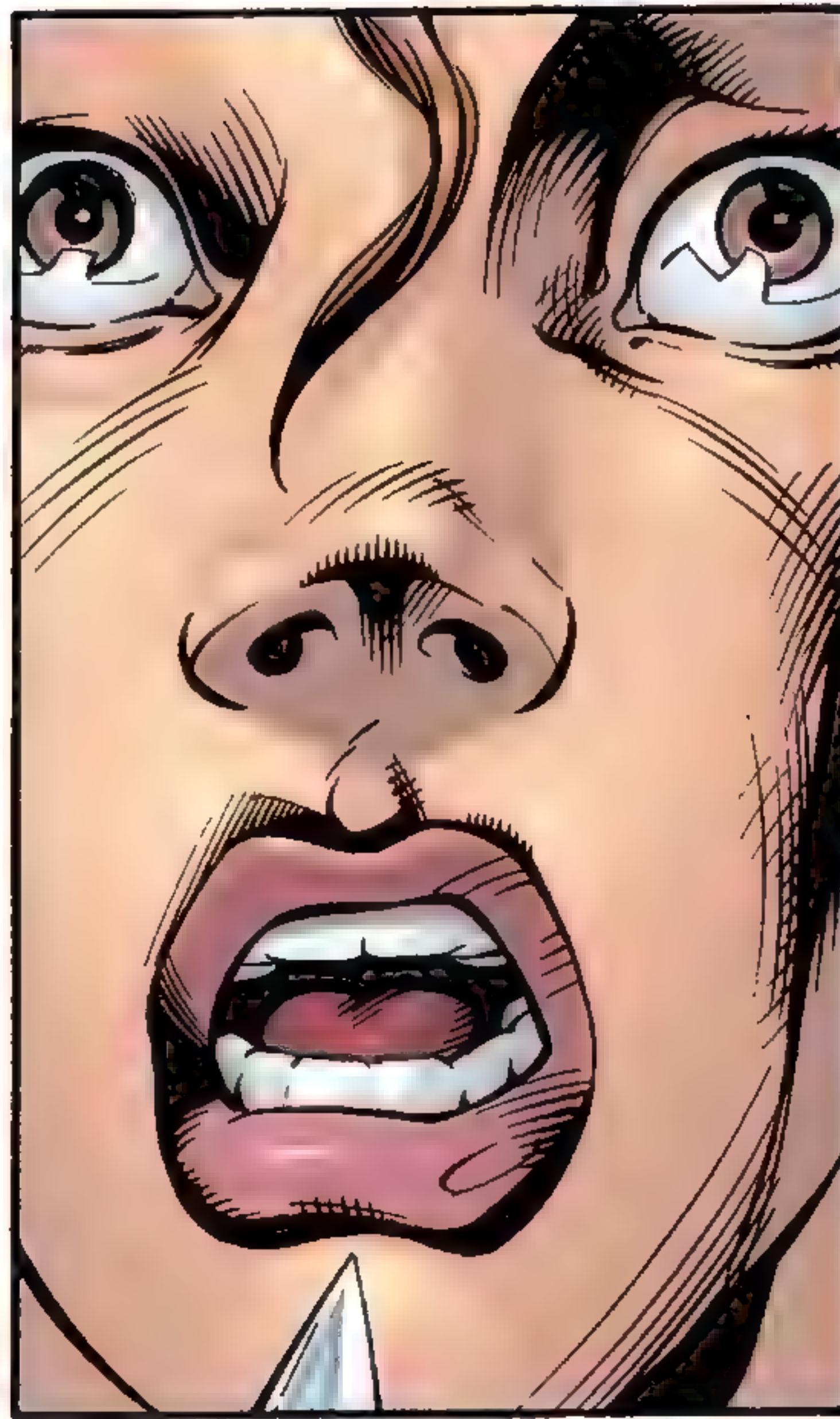
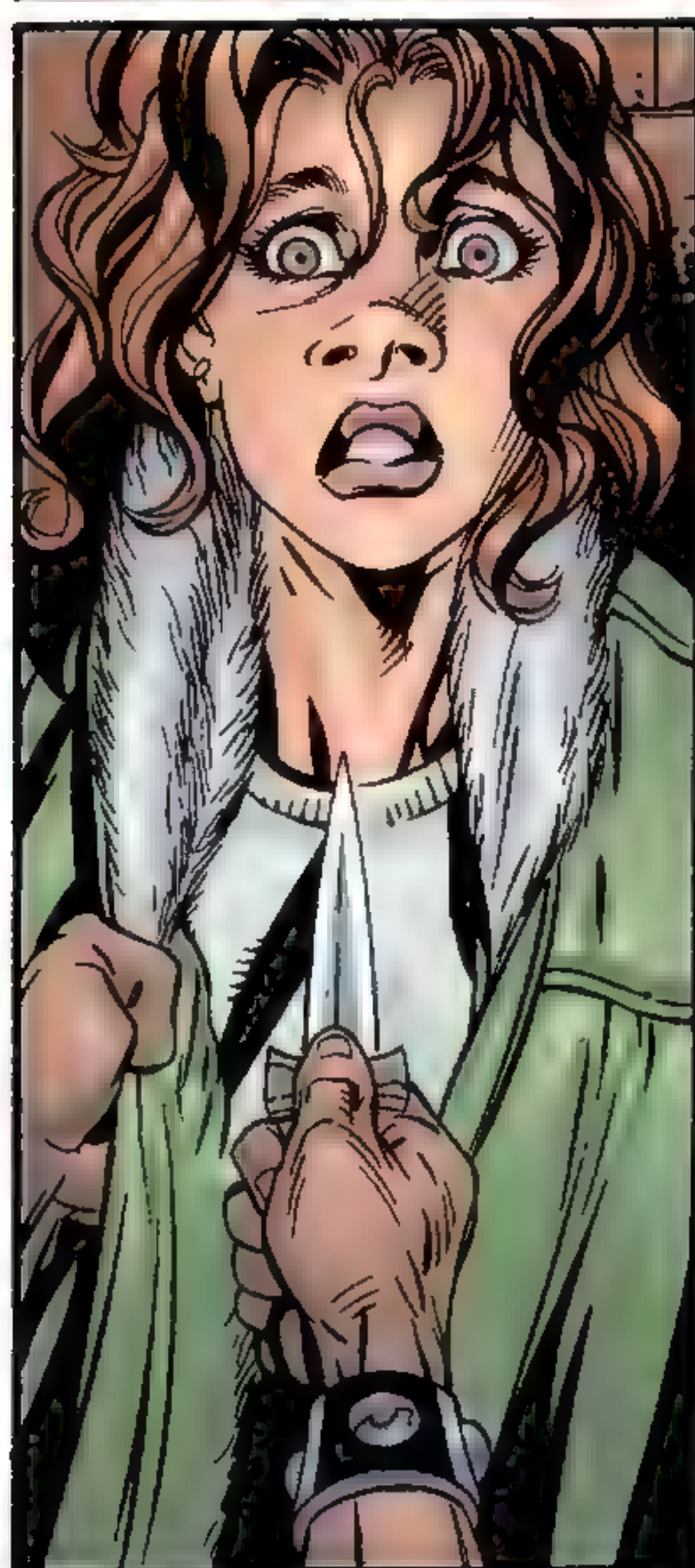
Where did you get it? Did you have it custom-made, or...?

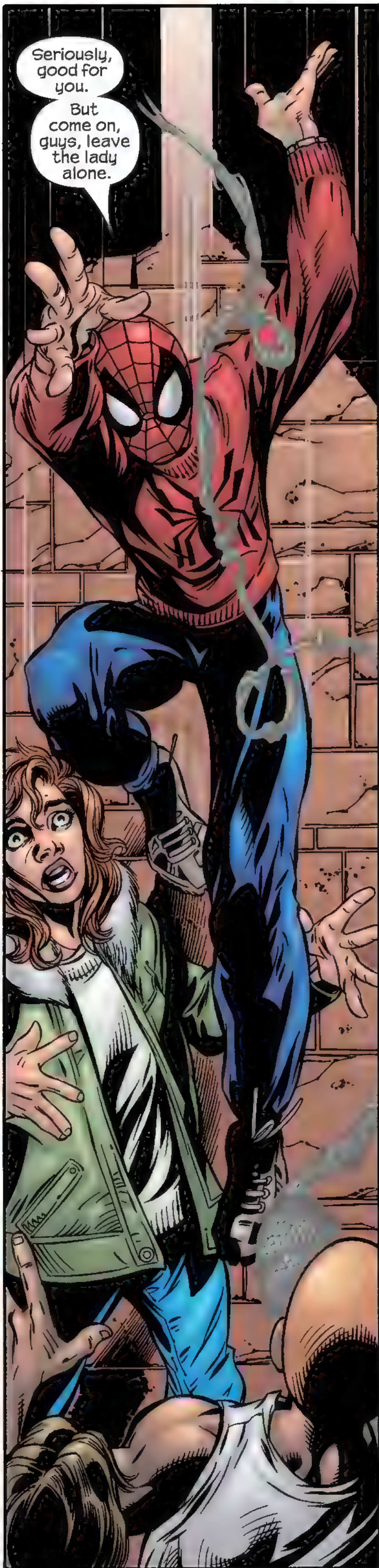




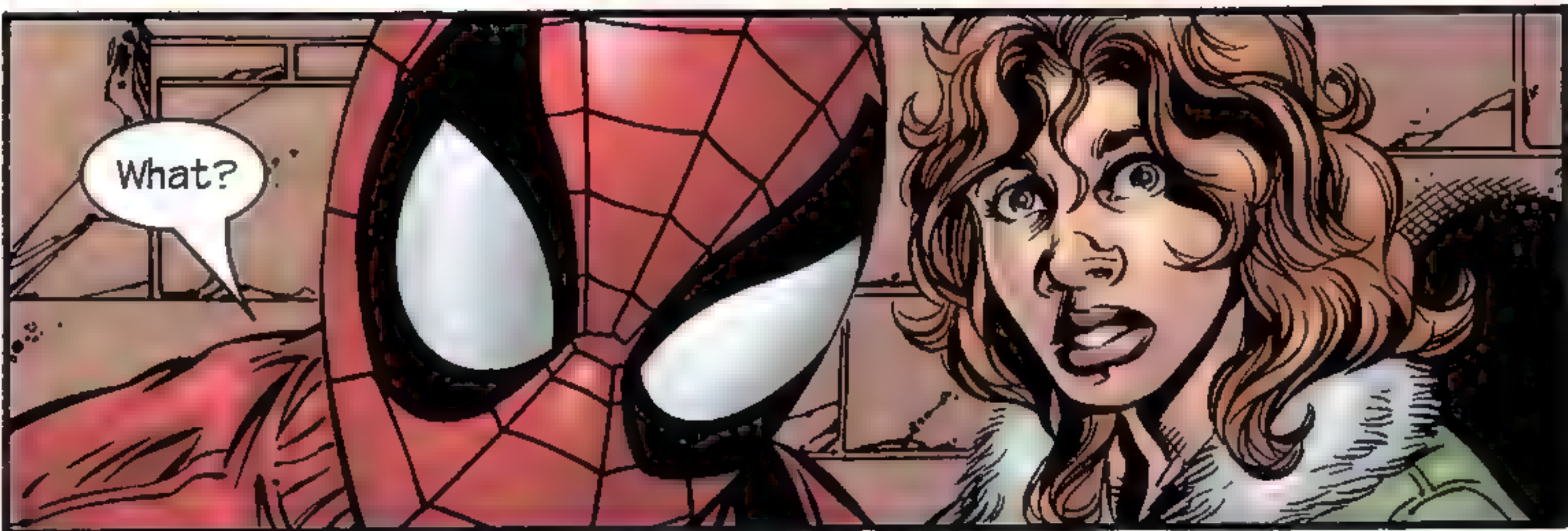








Seriously,
good for
you.
But
come on,
guys, leave
the lady
alone.



What?



What are
you supposed
to be?



What?

The
hell is
this?

I'm Spider-
Man. Read a
paper.

Where's your
costume?

Your
mom's washing
it for me.



Oooogghhh,
ddaayyyymmnnn!!

Oh, 'zat
howit is?



Oh, come on, like *you* never heard a joke about your mother.



Okay, I admit that kind of humor is a bit beneath me...



...but as you can see...



...I'm not my normal, fabulous self.



GYAASGH!!

OWWWW!!

CLUMP



TANWIPPP



Oh, man...

This-- this is just the kind of thing that will haunt me for years.

Hey, Spider, sir, I'm not with these guys. I was just walking by.



Wow. Okay.

You okay, lady?

You got a cell phone to call the cops?

Uh... hello?

Seriously, I don't know them.

Shut up, Duane.



There's-- you... uh... lost a part of your... uh... mask.



Tsk.

(Are you kidding me?)

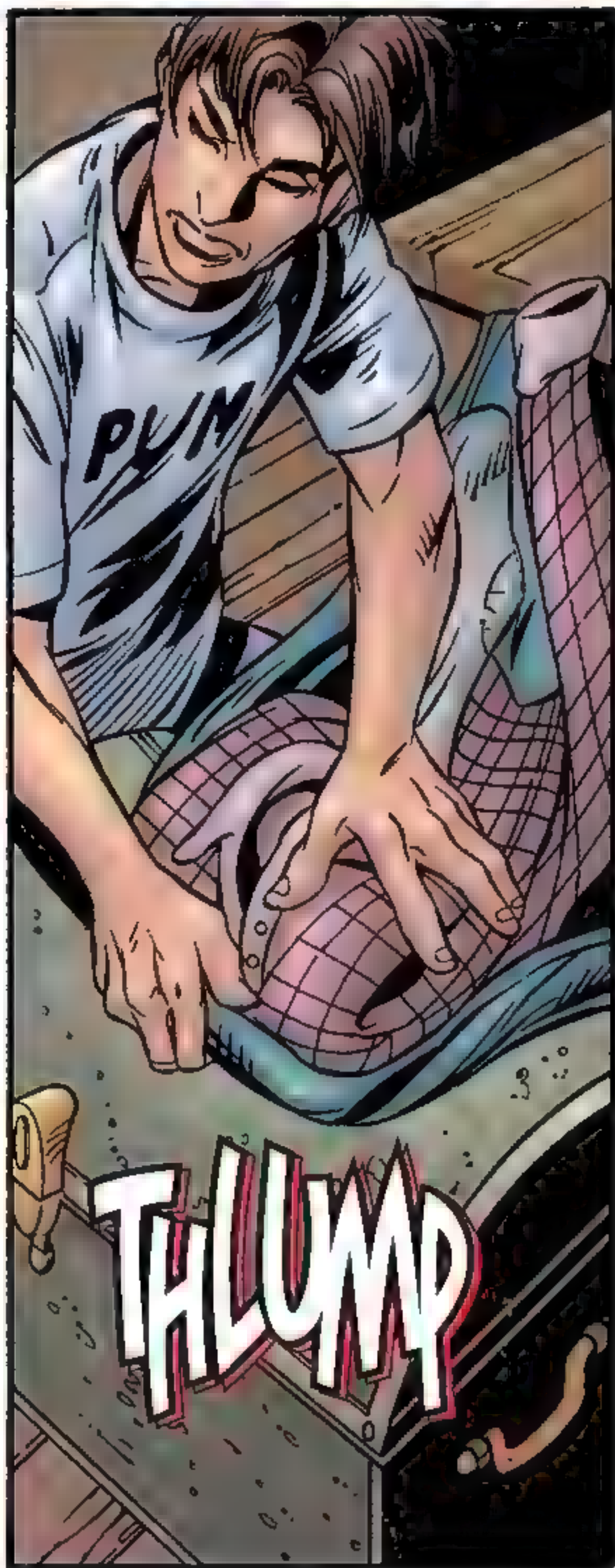
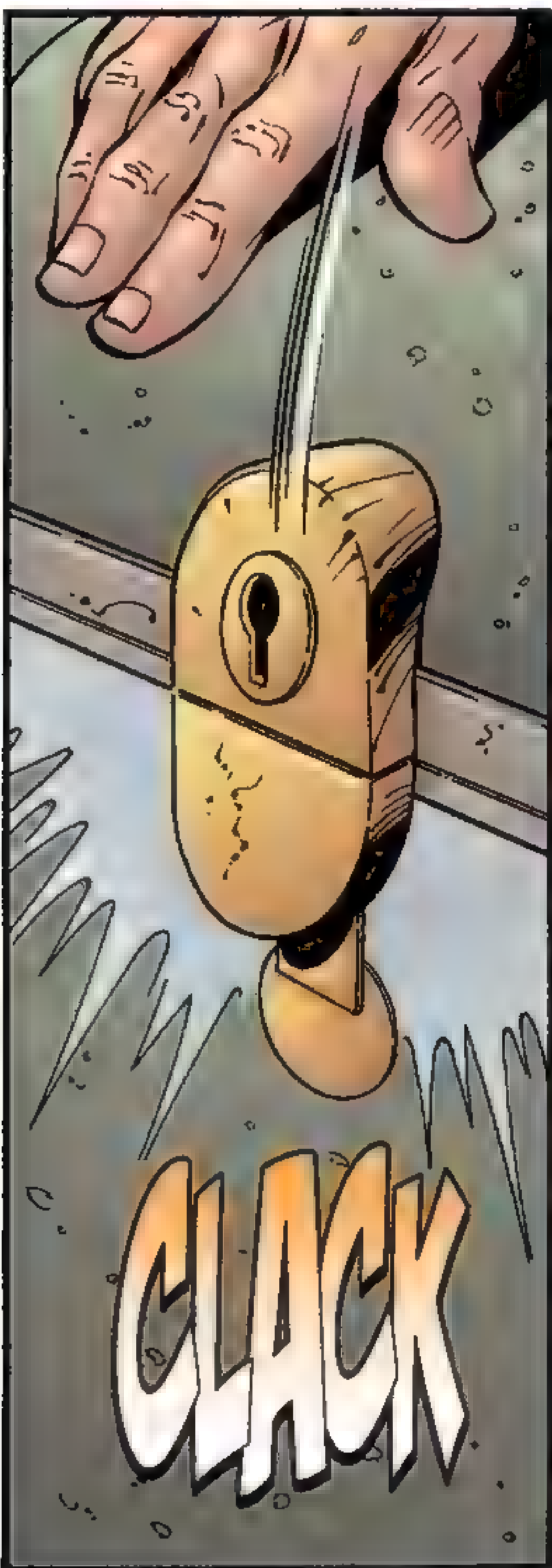
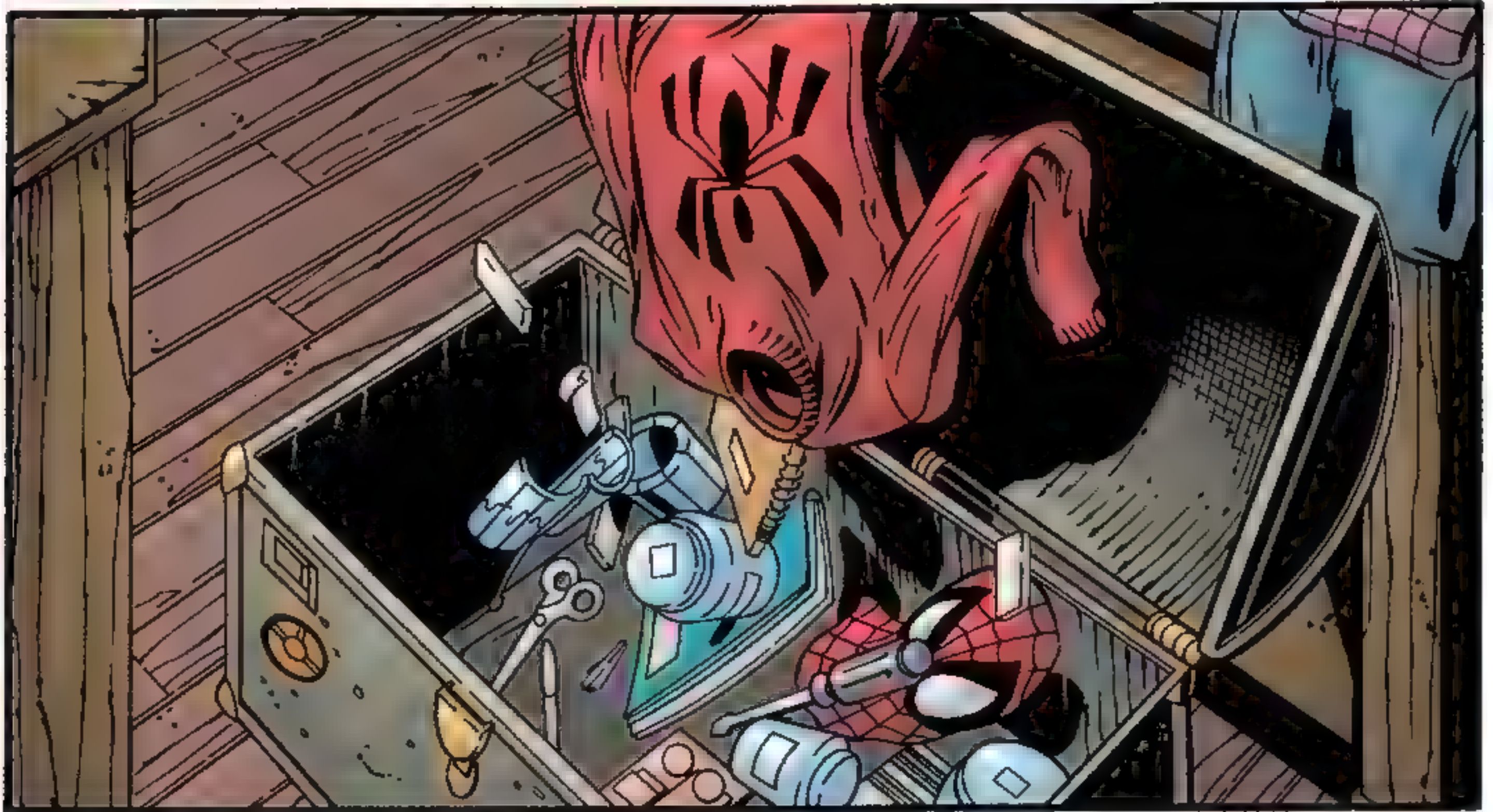


Okay, all right, nobody move.

It's a white sliver of glass...

I had it a minute ago, it's--

--No, lady, don't step--

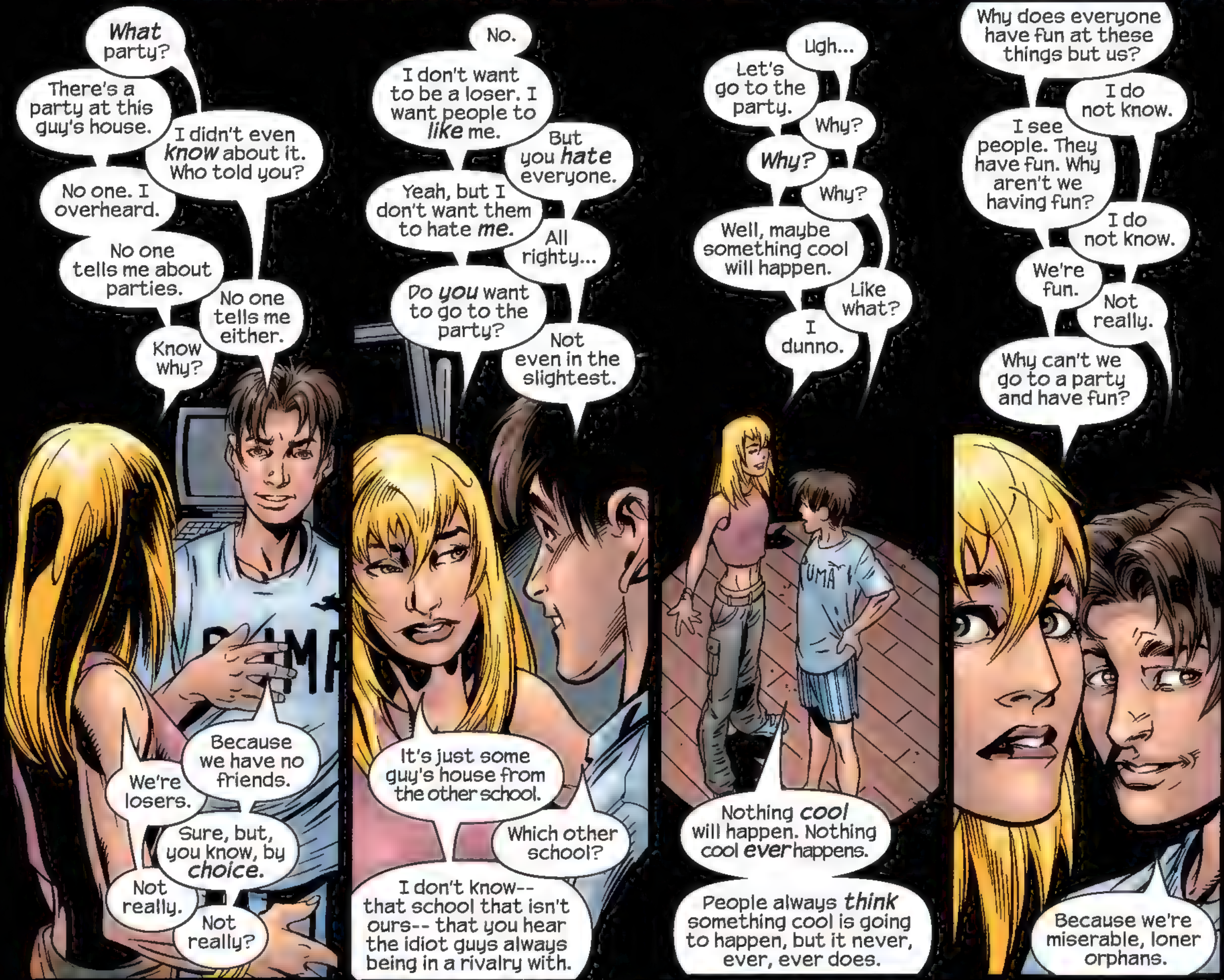




Gwen, you live here. Why didn't you use your key to the front door?

Too lazy.

Are you going to that party tonight?



What party?

There's a party at this guy's house.

No one. I overheard.

No one tells me about parties.

I didn't even know about it. Who told you?

No one tells me either.

Know why?

We're losers.

Because we have no friends.

Sure, but, you know, by choice.

Not really.

Not really?

No.

I don't want to be a loser. I want people to like me.

Yeah, but I don't want them to hate me.

Do you want to go to the party?

Not even in the slightest.

All righty...

But you hate everyone.

Ugh...

Let's go to the party.

Why?

Why?

Why?

Well, maybe something cool will happen.

Like what?

I dunno.

Why does everyone have fun at these things but us?

I do not know.

I see people. They have fun. Why aren't we having fun?

I do not know.

We're fun.

Not really.

Why can't we go to a party and have fun?

It's just some guy's house from the other school.

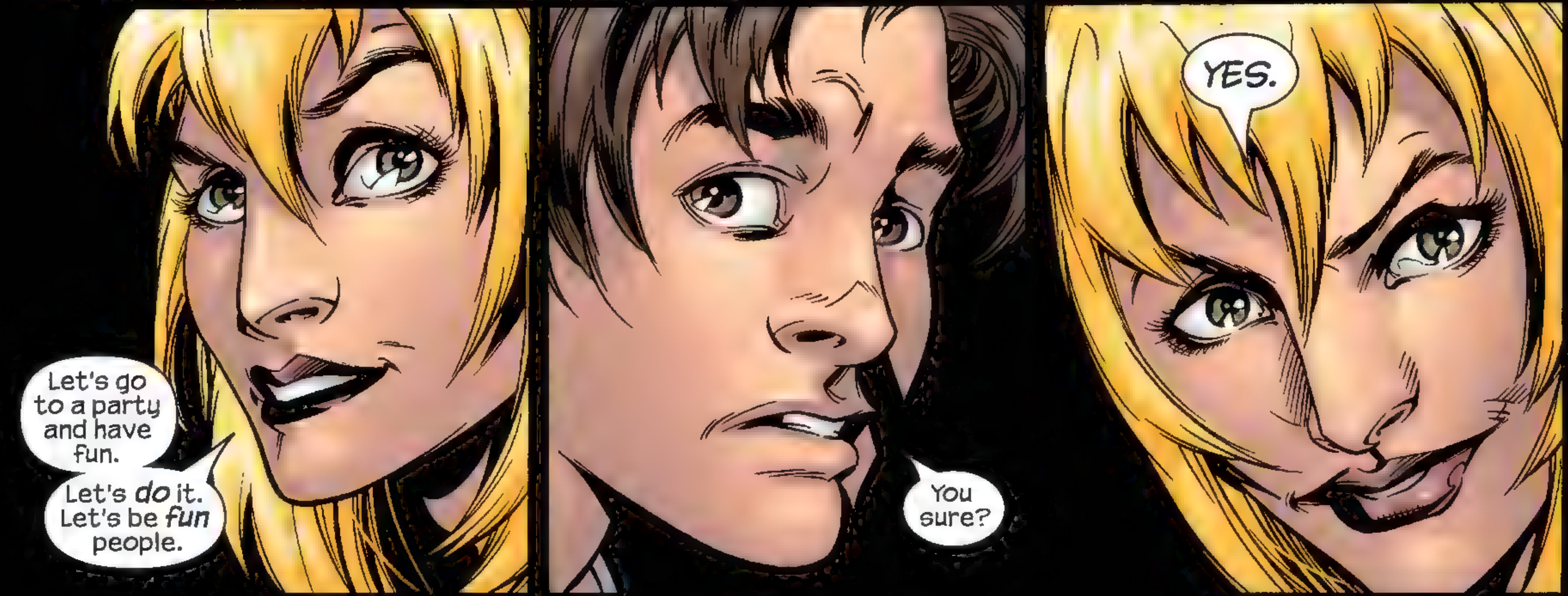
Which other school?

I don't know-- that school that isn't ours-- that you hear the idiot guys always being in a rivalry with.

Nothing cool will happen. Nothing cool ever happens.

People always think something cool is going to happen, but it never, ever, ever does.

Because we're miserable, loner orphans.

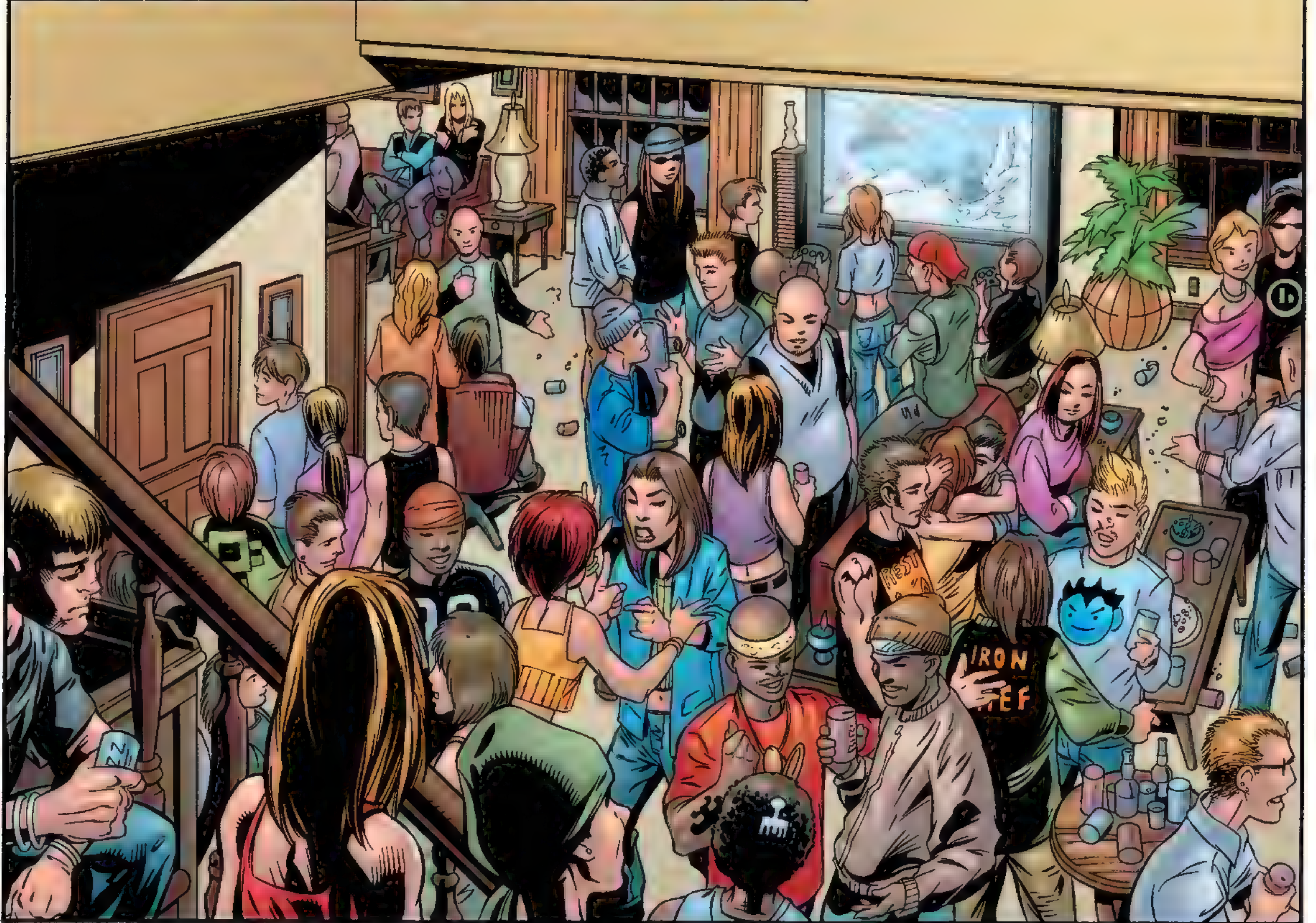
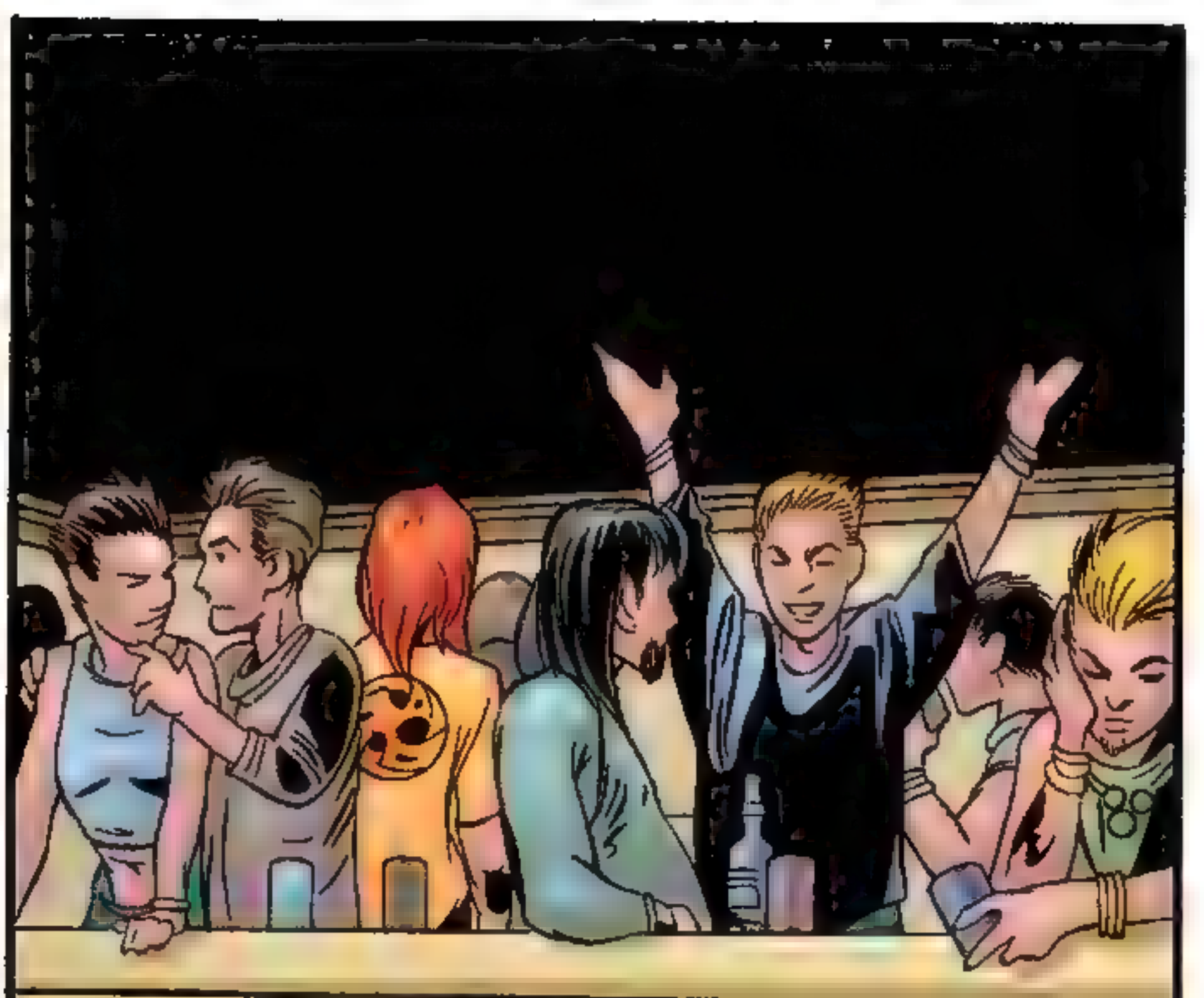
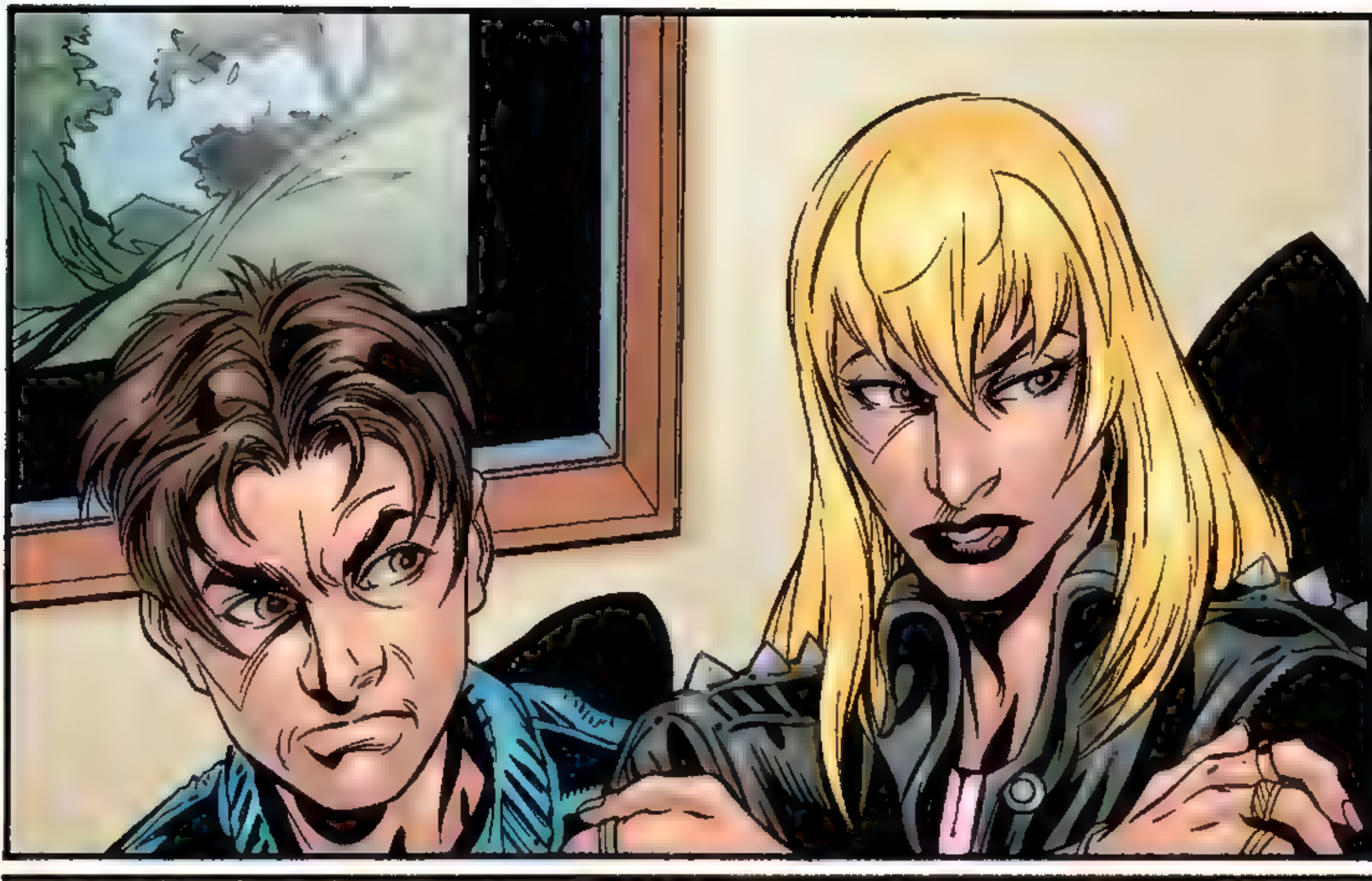


Let's go to a party and have fun.

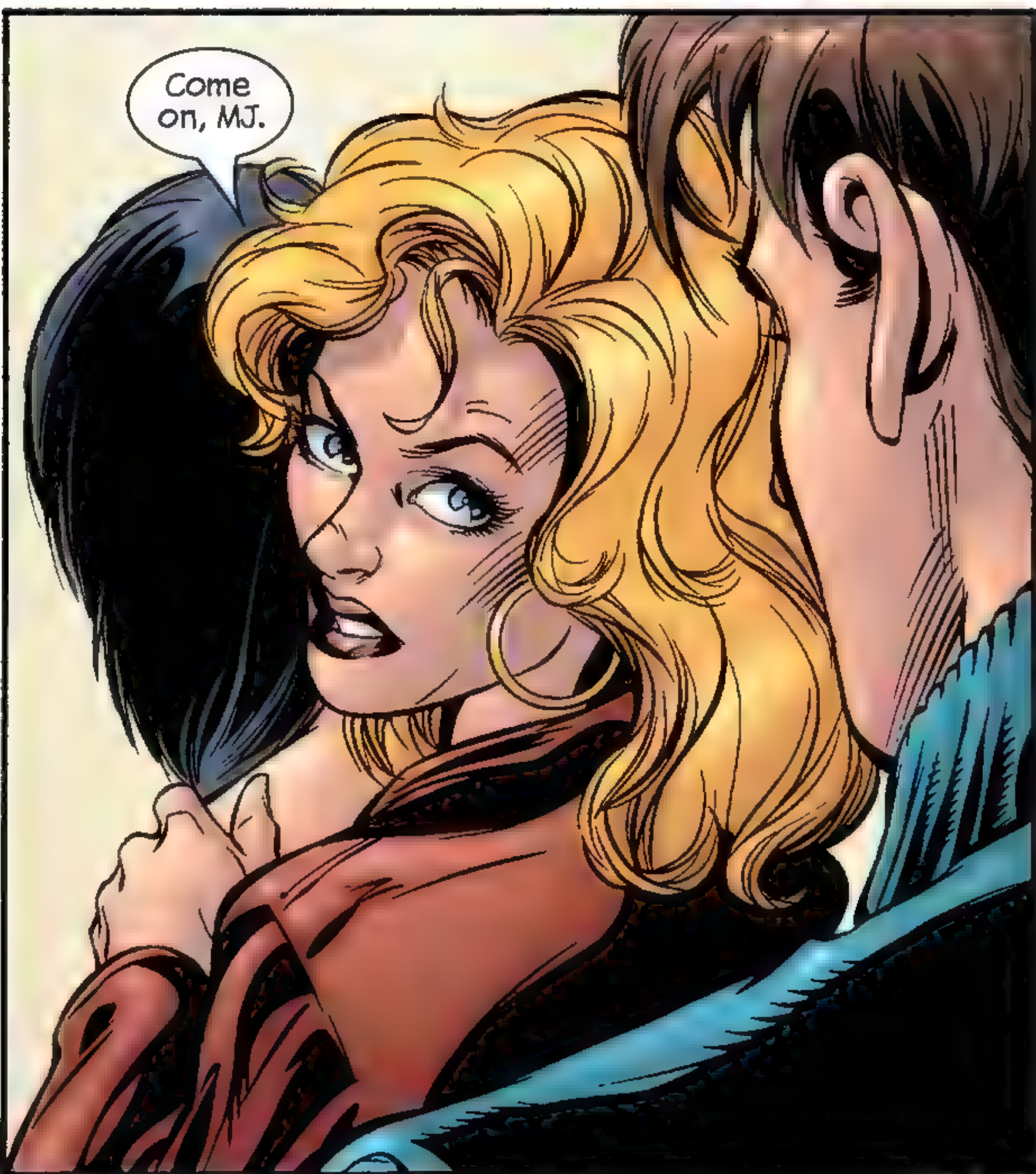
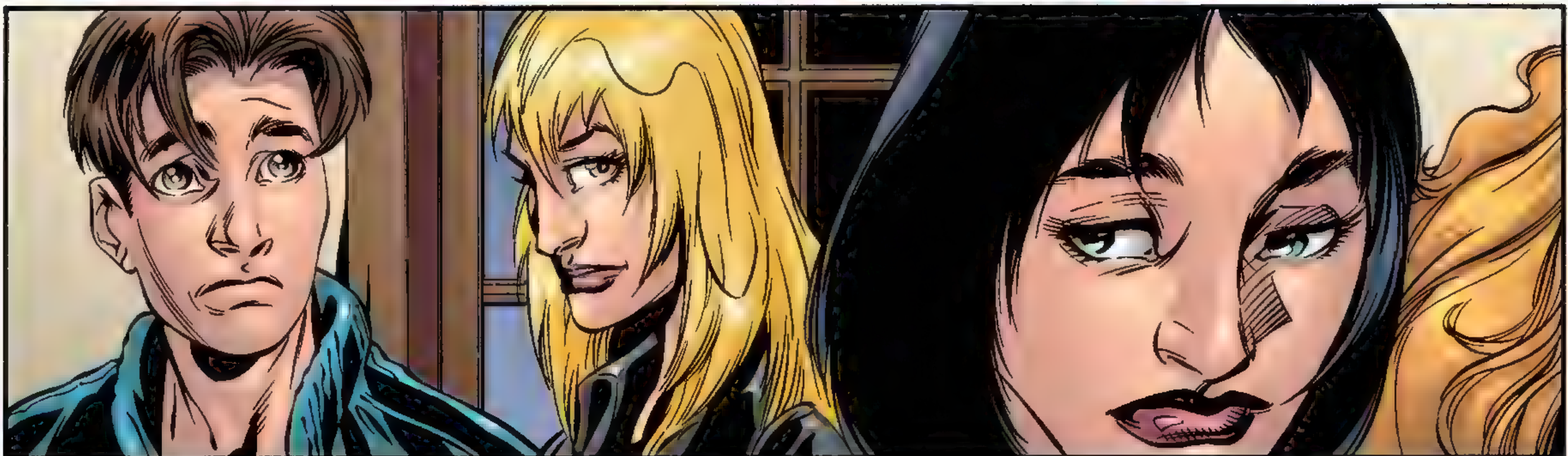
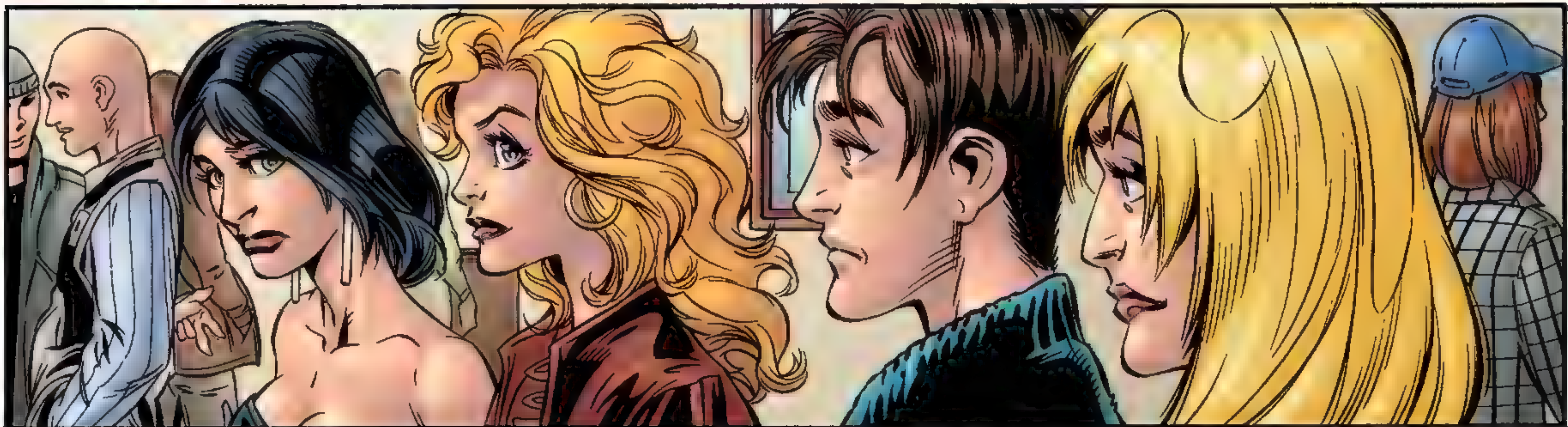
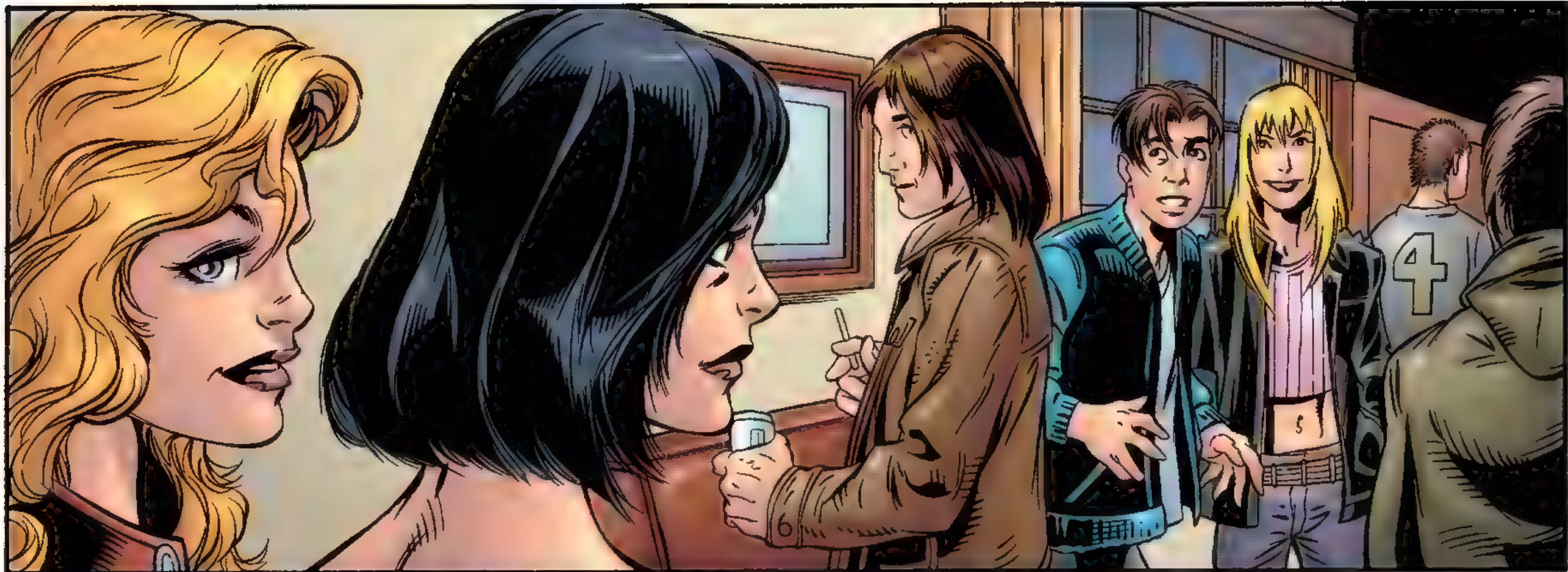
Let's do it. Let's be fun people.

YES.

You sure?



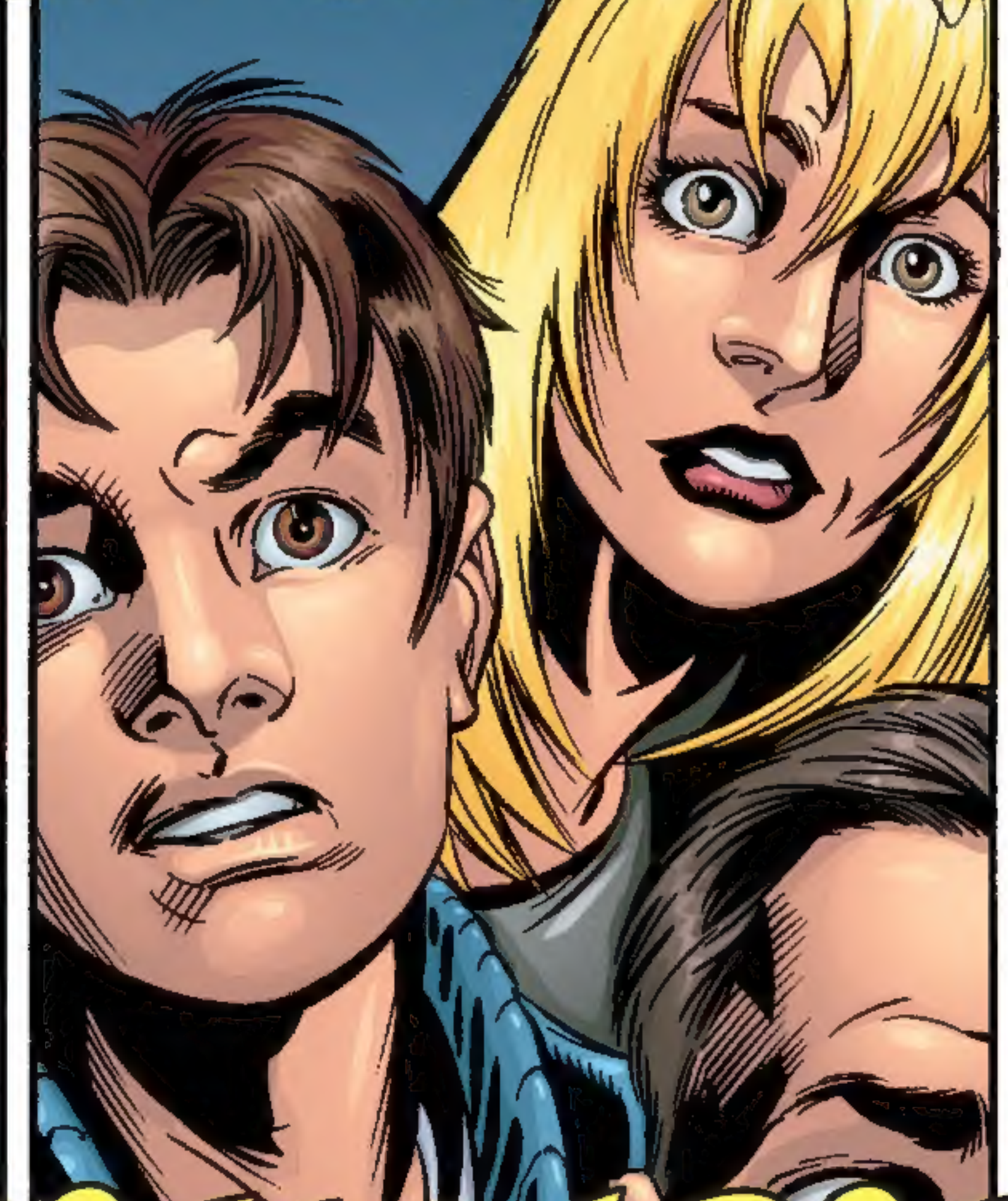
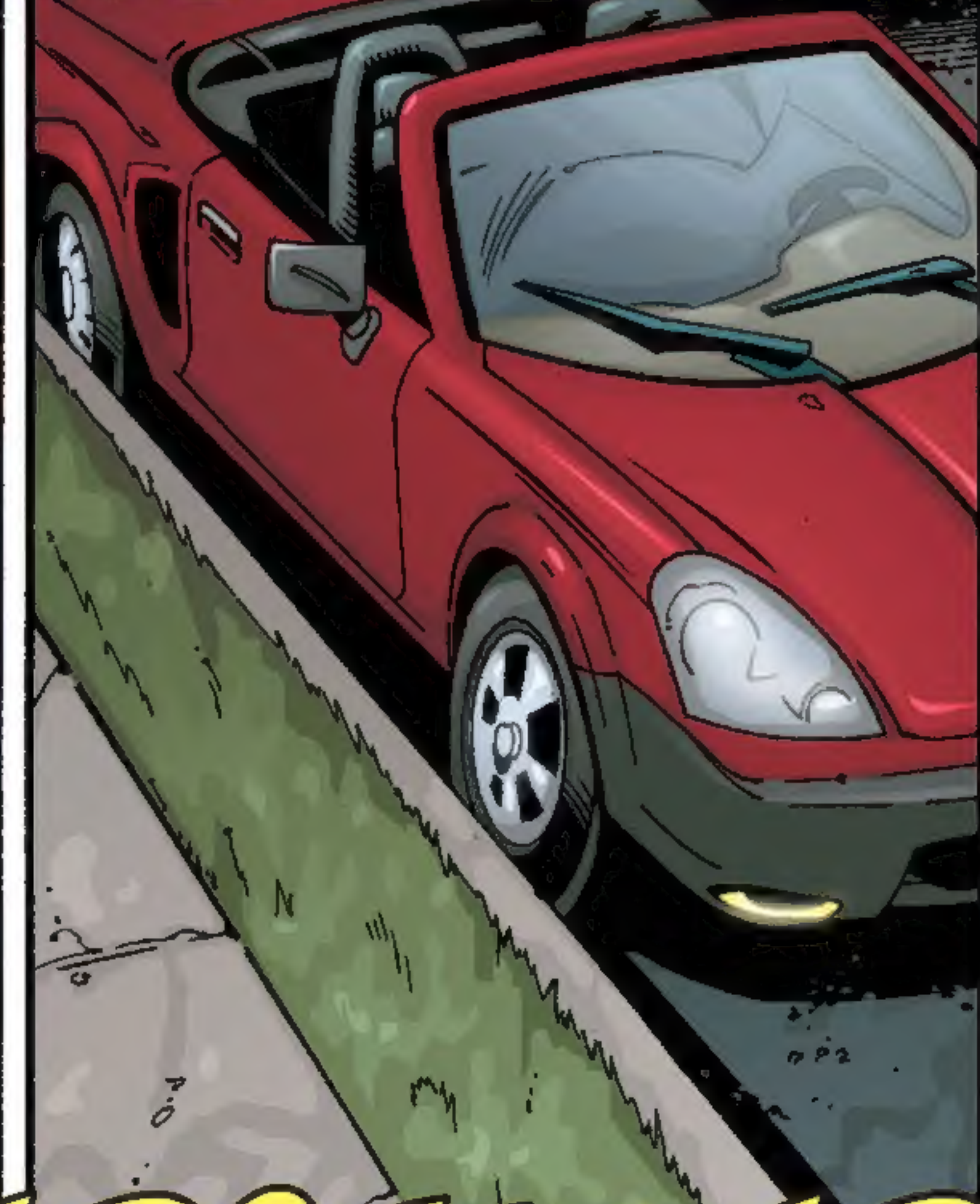




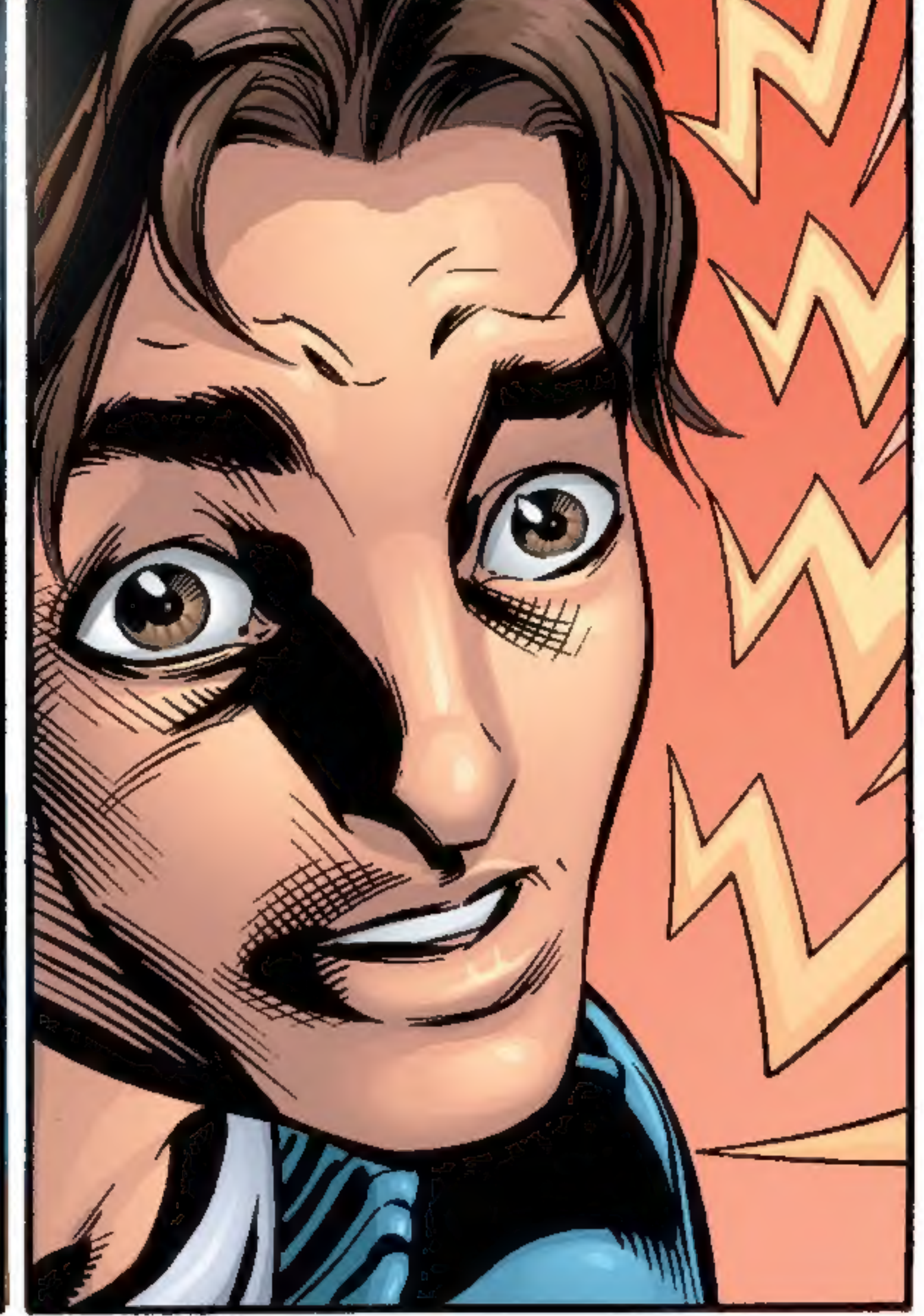




GELDOFFGELDOFFGELDOFFGELDOFF



GELDOFFGELDOFFGELDOFFGELDOFF



SHA BOOM

WHOA
HO HO!!!

WHOOOOO!!!

GELDOFF GELDOFF GELDOFF GELDOFF

GELDOFF GELDOFF GELDOFF GELDOFF



SON OF

ULTRAMAN